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TUCKER ELLIS LLP
950 MAIN AVENUE, SUITE 1100
CLEVELAND, OH 44113

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
5561796

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
OHIO NCSL COOPERATIVE

and, that said business records show the filing and recording of:

Document(s)

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202608905490

Effective Date: 03/30/2026



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
31st day of March, A.D. 2026.

Ohio Secretary of State

Form 601 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

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Certificate of Amendment of a Cooperative Association

Filing Fee: \$25**(999-MIS)****Form Must Be Typed**☐ Amendment☐ Restatement☒ Restatement & Amendment

Current Name of Association OHIO NCSL COOPERATIVE

Charter Number 5561796

If filing an amendment, please complete only the information below that is changing. If filing a restatement, please complete all information. Restated articles shall state that they are restated, or restated and amended, if amendments are adopted with the restatement, and shall supersede the existing articles and amendments.

Name of Association OHIO NCSL COOPERATIVE

Association name must include one of the following: "cooperative," "coop," "co-operative," "co-op," "association," "assn," "company," "co.," "incorporated," "inc.," "corporation," or "corp."

Purpose for which association is formed

See the attached Exhibit A.

Location of Principal Office

Cleveland

City

OH

State

Cuyahoga

County

Names and Address of Incorporators (Note: Pursuant to Ohio Revised Code Section 1729.06, there must be two or more incorporators.)

Name Daniel Schiau

Address 950 Main Avenue, Suite 1100, Cleveland, Ohio 44113

Name Ryan Kray

Address 950 Main Avenue, Suite 1100, Cleveland, Ohio 44113

Name

Address

Check one of the following:

☐ The association will have a certain number of directors. (Please provide the number of directors.)

☒ The number of directors of the association will be specified in the bylaws.

Names and Addresses of those who are to serve as directors until the first meeting of members or until the election and qualification of their successors.

Name

Address

Name

Address

Name

Address

Is the association being organized with or without capital stock? Please check one of the following and provide the required information.

☒ With capital stock

Total Amount of Stock

Number of Shares

Par Value of Shares

Dividend Rights, if any:

Please attach additional share information if required by ORC 1429.07 (A)(7).

☐ Without capital stock

Set forth the general rules by which the property rights and interests of each member are to be determined:

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized representative of the association.

If the authorized representative is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the authorized representative is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

EXHIBIT A
PURPOSES OF THE ASSOCIATION

The purposes of the Association are as follows:

- (A) **Cooperative Purpose.** To associate employees to provide them the economic benefit through joint action in marketing and selling their skills, labor, and productivity as an employee cooperative;
- (B) **Business Purpose.** To engage in the business of installing and maintaining lighting and signage for retail sign distributors, developers, commercial and residential management companies, and direct to consumers;
- (C) **Affiliated Purpose.** To promote employee ownership and other community-based businesses (whether affiliated with the Association or not) throughout Ohio (the “Affiliated Purpose”); and
- (D) **Other Purposes.** To engage in any other lawful business or activity for which an association may be organized under Chapter 1729 of the Ohio Revised Code.

All of the purposes described above, with the exception of those described in subsection (D), are referred to herein as the “Non-General Purposes.”

EXHIBIT B
ATTACHMENT TO
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OHIO NCSL COOPERATIVE

The following information is hereby attached to and incorporated in the Articles of Incorporation of Ohio NCSL Cooperative (the “Articles”) and sets forth certain information required by Section 1729.07(A) of the Ohio Revised Code and additional provisions concerning the organization of Ohio NCSL Cooperative as permitted by Section 1729.07(B) of the Ohio Revised Code.

1. **Name.** The name of the association is Ohio NCSL Cooperative, an Ohio cooperative association organized under Chapter 1729 of the Ohio Revised Code (the “Ohio Cooperative Law”) that intends to operate as an employee cooperative association (the “Association”).
2. **Principal Place of Business.** The principal place of business of the Association is 310 N Broadway St., Medina, Ohio 44256.
3. **Mailing Address.** The mailing address of the Association is 4205 St. Clair Ave., Cleveland, OH 44103.
4. **Purposes; Powers.**
 - 4.1. **Purposes.** The purposes of the Association are set forth in Exhibit A of these Articles.
 - 4.2. **Powers.** The Association is a corporation organized as a cooperative association pursuant to and in accordance with the Ohio Cooperative Law. The Association has all powers and rights conferred on associations by the Ohio Cooperative Law, including without limitation, those powers set forth in Section 1729.03 of the Ohio Revised Code.
5. **Capital.**
 - 5.1. **Capital Stock.** The Association is a cooperative formed with capital stock, divided into shares, classes, and series as follows (“Capital Stock”):
 - 5.1.1. **Common** – Five Hundred (500) shares of common stock with par value of One Thousand Dollars (\$1,000) per share (“Common Stock”).
 - 5.1.2. **Preferred** – Ten Thousand (10,000) shares of preferred stock with par value of Five Thousand Dollars (\$5,000) per share (“Preferred Stock”).
 - 5.1.2.1. **Series A** – Thirty (30) shares of Preferred Stock are designated as “Series A” shares and have such rights, preferences, and terms as set forth herein. These shares are referred to herein as “Series A Preferred Stock”.

5.2. Common Stock.

5.2.1. **Eligible Holders.** Only Voting Members of the Association are eligible to acquire and hold shares of Common Stock. Common Stock may not be transferred, sold, hypothecated, pledged or issued to a person who is not a Voting Member of the Association and any attempt to do so shall be void and without effect.

5.2.2. **Disposition of Common Stock Shares Held by Ineligible Holders.** If shares of Common Stock come into the possession of a person who is not a Voting Member, or a holder of Common Stock becomes ineligible for membership in the Association as a Voting Member (in each case, an “Ineligible Holder”), the Ineligible Holder will have no vote in the Association. In that event, the Association may purchase such Common Stock at any time at the lesser of its par value or book value, or convert the Common Stock to shares of any series of Preferred Stock with par value equal to the par value of the Common Stock. If the Ineligible Holder does not deliver the certificate evidencing his, her, or its shares of Common Stock, the Association may cancel the certificate in its records and issue Preferred Stock as replacement.

5.3. Preferred Stock.

5.3.1. **Eligible Holders.** Shares of Preferred Stock may be issued or transferred to any person, subject to the terms and conditions of these Articles.

5.3.2. **Substitution for Common Stock.** Preferred Stock may be issued to replace Common Stock held by an Ineligible Holder as provided in Section 5.2.2.

5.3.3. **Fractional Shares.** Preferred Stock may be issued in fractional shares in increments of one five-thousandth (1/5000) of a share.

5.3.4. **Preferred Stock in Series.** Preferred Stock may be issued in one or more separate series of one or more shares as designated by the Board of Directors of the Association (the “Board of Directors”). Subject to Sections 5.5.1 and 5.8, the Board of Directors may determine, among other things, dividend or distribution rights, which may be cumulative or noncumulative, at a specified rate, amount, or proportion; with or without further participation rights; and in preference to, junior to, or on a parity in whole or in part with dividend or distribution rights of shares of any other class; liquidation rights, preferences, and price; redemption rights and price; sinking fund requirements, which may require the Association to provide a sinking fund out of earnings or otherwise for the purchase or redemption of the shares or for dividends or distributions on them; voting rights, which may be full, limited, or denied, except as otherwise required by law; pre-emptive rights, or the denial or limitation of them; conversion rights; restrictions on the issuance of shares; rights of alteration of express terms; and the authorized number of shares of each series.

5.4. **Capital Credits.** The Association may issue capital credits representing ownership of a stated portion (“Stated Value”) of the Association’s equity capital (“Capital Credits”). Capital Credits may be issued in any capital pool or classification designated by the Board of Directors. Capital Credits shall not have preference over any other Capital Credits. Capital Credits shall not be issued

for less consideration than their Stated Value. Capital Credits may be paid for in cash or property, as the Board of Directors determines, or Capital Credits may be paid for by reinvestment/retention of Patronage Refunds. The Association shall not issue Capital Credits when, in the aggregate, the aggregate par value of the Association's Capital Stock and the aggregate Stated Value of Capital Credits then issued and outstanding are equal to or exceed the Association's net worth, as determined in the Board of Director's reasonable discretion. Capital Credits may be issued or transferred to any person, subject to the terms and conditions of these Articles.

5.5. Dividends on Capital Stock and Capital Credits.

5.5.1. Preferred. When the Board of Directors designates a series of Preferred Stock, the Board of Directors may establish dividend rights, if any, for the series of Preferred Stock so designated. Dividends on any series of Preferred Stock may be non-cumulative or cumulative. The right to payment of dividends on each series of Preferred Stock must have equal priority and preference with the right to payment of dividends on any other series of Preferred Stock.

5.5.1.1. Series A Dividend. Out of legally available funds, when and as declared by the Board of Directors, the holders of shares of Series A Preferred Stock will be entitled to an annually accruing, cumulative dividend of eight percent (8%) based on the aggregate par value of the then-outstanding shares of Series A Preferred Stock held by such holder.

5.5.2. Common. There are no dividends on Common Stock.

5.5.3. Capital Credits. There are no dividends on Capital Credits.

5.5.4. Condition of Payment of Dividends. It is a condition of all dividends declared and payable on the Association's Capital Stock that the Association can confirm the current address and status of the holder. If the current address and status of a holder cannot be confirmed, the dividend shall not be delivered but shall be held by the Association and subject to forfeiture pursuant to Section 5.10. No dividends may be paid unless there is sufficient unallocated amounts in the Association's Capital Reserve (as defined in the Bylaws of the Association, as may be amended, supplemented, or modified from time to time (the "Bylaws")) from which dividends can be paid.

5.6. Patronage Refunds. The Adjusted Net Margins (as defined in the Bylaws) of the Association shall be allocated and distributed annually to the Association's Members as Patronage Refunds (as defined in the Bylaws). The calculation, allocation, and distribution of Patronage Refunds are further described and defined in the Bylaws.

5.7. Transfer of Capital Stock and Capital Credits. Capital Credits and shares of Capital Stock issued by the Association may not be transferred or encumbered without written consent of the Board of Directors.

5.8. Redemption of Capital Stock and Capital Credits. Capital Credits and shares of Capital Stock issued by the Association may be redeemed when and in a manner and order determined by the Board of Directors; provided, however, that Capital Stock and Capital Credits shall be redeemed

at the lesser of par value (Stated Value in the case of Capital Credits) or book value of the Capital Stock and Capital Credits, unless otherwise provided in a written subscription for the Capital Stock or Capital Credits. If an affected stockholder is entitled under the Ohio Cooperative Law to receive fair cash or market value for any Capital Stock or Capital Credits, the fair cash or market value will be the lesser of par value (Stated Value in the case of Capital Credits) or book value of the Capital Stock or Capital Credits unless otherwise provided in a written subscription for the Capital Stock or Capital Credits.

5.9. **Lien and Right of Offset.** The Association has a first lien and perfected security interest in all Capital Stock, dividends on Capital Stock, Patronage Refunds, and Capital Credits that it issues or allocates for the holder's or owner's indebtedness to the Association. At the option of the Board of Directors, the Association may offset the amount of any dividends and the present value (based on the Association's history of equity redemption) of the holder's or owner's Capital Stock, Patronage Refunds, and Capital Credits against the indebtedness, but nothing in these Articles gives the holder or owner any right to require an offset.

5.10. **Condition of Forfeiture.** The Association may effect forfeiture to the Association of the Capital Stock, dividends on Capital Stock, Patronage Refunds, or Capital Credits issued or allocated to a person whose current address and status cannot be confirmed by the Association after a period of three (3) years, as provided in the Ohio Cooperative Law.

6. Membership and Distribution of Earnings.

6.1. Member Eligibility.

6.1.1. **Voting Members.** The Association shall have voting members (each a "Voting Member" and collectively, the "Voting Members"), who shall be entitled to vote in accordance with Section 6.2.1. The Voting Members shall be the Class A Members of the Association except as otherwise provided in the Bylaws. The qualifications for Class A membership are set forth in the Bylaws.

6.1.2. **Non-Voting Members.** The Association may have non-voting members (each a "Non-Voting Member" and collectively, the "Non-Voting Members"), who shall not be entitled to vote, except on certain, limited matters as set forth in the Bylaws. The qualifications for any person who desires to become a Non-Voting Member are set forth in the Bylaws. Non-Voting Members may be further subdivided into sub-classes of Non-Voting Members as set forth in the Bylaws.

6.1.3. **Further Definition of Members.** The Bylaws may further define and restrict membership in the Association. As used herein, the Voting Members and the Non-Voting Members are collectively referred to as the "Members".

6.2. Voting.

6.2.1. Member Voting. The Voting Members are entitled to exercise all of the voting control of the Association except as reserved to Affected Stakeholders in Section 6.2.2 and as otherwise expressly provided in the Bylaws. Each Voting Member is entitled to one vote in the election of directors to the Board of Directors and on every other matter submitted to a vote of the Members of the Association. Non-Voting Membership, or ownership of Capital Stock or other equity interest in the Association, does not confer upon the holder any voting rights in the Association, except as reserved to Affected Stakeholders in Section 6.2.2 and otherwise expressly provided in the Bylaws.

6.2.2. Affiliated Purpose as Affected Stakeholder.

6.2.2.1. As used herein, “Affected Stakeholder” means the Class C Member (as defined in the Bylaws) and any holder of Preferred Stock of the Association whose interest is affected (as provided in these Articles, the Bylaws, or under Ohio Cooperative Law) by a proposed amendment to the Articles or the Bylaws, or by a merger, consolidation, or other reorganization of the Association.

6.2.2.2. Any Affected Stakeholder is entitled to vote on any matter that would:

6.2.2.2.1. Cause the Association to cease operation as an employee cooperative; or

6.2.2.2.2. Amend or delete the Affiliated Purpose of the Association, including any interests or rights associated therewith, under these Articles or the Bylaws.

6.2.2.3. If an Affected Stakeholder is entitled to vote on a matter as provided in these Articles, the Bylaws, or the Ohio Cooperative Law, voting by Affected Stakeholders will be as provided in Section 9.1 of these Articles.

6.2.3. Voting Procedure. Absentee Votes may be cast as provided in the Bylaws. Cumulative voting is not permitted.

7. Board of Directors.

7.1. Management by Board of Directors. Governance of the Association and the management of its affairs are vested in the Board of Directors of the Association. The Bylaws prescribe the qualifications, number, classification, terms and manner of selection of Directors.

7.2. Initial Directors. The Association’s Board of Directors will initially consist of three (3) initial directors (the “Initial Directors”), who will serve until the first meeting of the Members or until their successor is duly elected in accordance with the Bylaws. The Initial Directors are:

Name

Phil Misch

Address

4205 St. Clair Avenue

Cleveland, Ohio 44103

Mal Schneider

4205 St. Clair Avenue
Cleveland, Ohio 44103

Cheryl Dodich

4205 St. Clair Avenue
Cleveland, Ohio 44103

8. **Dissolution.** If the Association dissolves, liquidates, or winds up its affairs, whether voluntary or involuntary, any property remaining will belong and be distributed as follows:
- 8.1. **Costs and Expenses.** First, to costs and expenses of liquidation;
- 8.2. **Creditors.** Second, to the payment of debts and liabilities of the Association, including any loans or advances to the Association by any Member;
- 8.3. **Reserves.** Third, to the establishment of such reserves as the liquidator deems necessary or advisable;
- 8.4. **Preferred Stock.** Fourth, to the holders of each series of Preferred Stock, in equal preference, up to the aggregate par value of the then-outstanding shares of Preferred Stock held by such holder, *plus* any accrued but unpaid dividends;
- 8.5. **Common Stock and Capital Credits.** Fifth, to the holders of Capital Credits, the Stated Value of their Capital Credits, and to the holders of Common Stock, the aggregate par value of the then outstanding Common Stock held by such holder, in equal preference;
- 8.6. **Affiliated Purpose.** Sixth, to or for the benefit of the Affiliated Purpose, any portion of the Association's Capital Reserve (as defined in the Bylaws) that has been allocated and designated for that purpose;
- 8.7. **Remainder.** Then, any property remaining:
- 8.7.1. **To the Members.** Eighty percent (80%) to the Members on the basis of their respective aggregate Patronage Transactions (as defined in the Bylaws) over the previous seven (7) years as shown by the records of the Association. No distribution may be made under this Section to any former employee who is not a Voting Member or Non-Voting member at the time of dissolution; and
- 8.7.2. **To the Affiliated Purpose.** Twenty percent (20%) to or for the benefit of the Affiliated Purpose.
9. **Amendment of the Articles of Incorporation.** Except as provided in Sections 1729.08(C) and 1729.08(D) of the Ohio Revised Code, any amendment to these Articles (i) shall first be approved by two-thirds (2/3) of the directors then-serving on the Board of Directors, and then (ii) shall be adopted by an affirmative vote of three-fifths (3/5) of the votes entitled to be cast by the Voting Members on the amendment; *provided, however*, that:

- 9.1. Any amendment of these Articles that would amend or delete interests or rights of the Association's Affiliated Purpose or cause the Association to cease operation as an employee cooperative must be approved by (i) an affirmative vote of four-fifths (4/5) of the votes entitled to be cast by the Voting Members on the amendment, and (ii) an affirmative vote of the four-fifths (4/5) of the votes entitled to be cast by the Affected Stakeholders as set forth in Section 6.2.2; and
- 9.2. Any amendment of these Articles that would affect any holder of stock in a manner set forth in Section 1729.09(B) of the Ohio Revised Code must be approved by (i) an affirmative vote of four-fifths (4/5) of the votes entitled to be cast by the Voting Members on the amendment, and (ii) an affirmative vote of the four-fifths (4/5) of the votes entitled to be cast by the affected holders of such stock, voting as a class subject to Section 1729.09(C) of the Ohio Revised Code.
- 9.3. Notice of any proposal to amend the Articles must contain the text of the proposed amendment.

* * * * *