

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
05/18/94

CHARTER NUMBER: 871838
ROLL AND FRAME: 4123-0771

04123-0771

CORPORATION:

ESKIMO QUEEN, INC.

DOCUMENT NUMBER

CODE

FEE

94050902201

ARF

85.00

095922

RETURN TO: SCHWARTZ, KELM, WARREN & RUBENSTEIN
ATTN T HIPHER
41 S HIGH ST STE 2300
COLUMBUS OH 43215

0142

04123-0772



The State of Ohio

Bob Taft

Secretary of State

871838

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: ARF

of:

ESKIMO QUEEN, INC.

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

Recorded on Roll 4123 at Frame 0773 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 6TH day of MAY

A.D. 19 94



Bob Taft
Bob Taft
Secretary of State

04123-0773
ARTICLES OF INCORPORATION
OF
ESKIMO QUEEN, INC.

PROVED
3/16/94
585

94050902201

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of said corporation shall be Eskimo Queen, Inc.

ARTICLE II

PRINCIPAL OFFICE

The place in the State of Ohio where its principal office is to be located is Plain City Madison County.

ARTICLE III

PURPOSE

The purpose for which the corporation is formed is (i) to engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Ohio Revised Code; and (ii) to do all things necessary and incidental thereto.

ARTICLE IV

OUTSTANDING SHARES

The maximum number of shares of all classes which the corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares of Common Stock, without par value.

ARTICLE V

PURCHASE OF SHARES

Except when prohibited by law or these Articles of Incorporation, the corporation by its Board of Directors is authorized to purchase the shares of any class issued by it.

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ARTICLE VI

NO PREEMPTIVE RIGHTS

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

ARTICLE VII

SHAREHOLDER VOTING

Notwithstanding any provision of the General Corporation Law of Ohio now or hereafter in force which requires for any purpose, the vote or consent of the holders of shares which entitles them to vote two-thirds of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares which entitles them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

ARTICLE VIII

TRANSACTIONS WITH INTERESTED PARTIES

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction, contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the corporation is a member of any firm, a shareholder, director or trustee or beneficiary of any trust that is in any way interested in such transaction, contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction, contract or act of the corporation or for any gain or profit directly or indirectly realized by him by reason of the fact that he or any firm in which he is a member or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction, contract or act, provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the members of the Board of Directors as shall be present at any meeting at which action upon such transaction, contract or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such transaction, contract or act, and may vote thereat to authorize, ratify or approve any such transaction, contract or act, and any officer of the corporation may take any action within the scope of his authority, respecting such transaction, contract or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction, contract or act. Without limiting or qualifying the foregoing, if in any judicial or

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other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

ARTICLE IX

INDEMNIFICATION

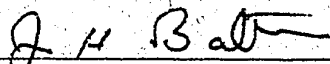
The corporation shall indemnify any person (or in the event of such person's death, his or her personal representative) who was or is a party or is threatened to be made a party to any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, against all expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (including appeals) or the defense or settlement thereof or any claim, issue or matter therein, to the fullest extent permitted by the laws of Ohio as they may exist from time to time.

ARTICLE X

AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

Dated: April 28 1994


James H. Balthaser, Incorporator

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of Eskimo Queen, Inc., hereby appoints

Donald K. Mitchell
4040 Rosedale-Plain City Road
Plain City, Ohio 43064

a natural person resident in the State of Ohio, upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served.

ESKIMO QUEEN, INC

By J. H. Balthaser
James H. Balthaser, Incorporator

Eskimo Queen, Inc.
Plain City, Ohio

Gentlemen:

I hereby accept appointment as agent of your corporation, upon whom process, tax notices or demand may be served.

Donald K. Mitchell
Donald K. Mitchell

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PLEASE RETURN THE ATTACHED DOCUMENTS TO:

SCHWARTZ, KELM, WARREN & RUBENSTEIN

(Name of Firm or Company)

TED HIPSHER

(Attention)

41 South High Street, Suite 2300

(Street Address)

Columbus, Ohio 43215

(City, State and Zip Code)

614 222 - 3029

(Telephone Number)

How many documents are being filed? 1

Type of payment

Check (please indicate check # 42156)☐ Cash

Amount of payment \$

85.00

(1)

CORRESPONDENCE