DOC ID ----> 4248_0191

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/11/94

04248-0191

CHARTER NUMBER: 882568
ROLL AND FRAME: 4248-0191

| CORPORATION: | DOCUMENT NUMBER | CODE | FEE |
|---|---|---|---|
| LAVENTURE, INC. | 94100300201 | ARF | 85.00 |

32630

RETURN TO: AHN, LOESER & PARKS
ATTN PAULA
431 E BROAD
COLUMBUS OH 43215

TOTAL : 85.00

0255

DOC ID ----> 4248_0191

04248-0192

# The State of Ohio

## Bob Taft

Secretary of State

882568

# 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:

LAVENTURE, INC.

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

Recorded on Roll 4248 at Frame 0193 of the Records of Incorporation and Miscellaneous Filings.

**Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this** 30TH **day of** SEP , **A.D.** 19 94 .

Bob Taft

**Bob Taft**
Secretary of State

DOC ID ----> 4248_0191



APPROVED
By
Date 9-30-94
Amount 85.00

94100300201

# ARTICLES OF INCORPORATION

# OF

# LAVENTURE, INC.

The undersigned, who is a citizen of the United States, desiring to form a corporation for profit, in accordance with Chapter 1701, Ohio Revised Code, does hereby state the following:

FIRST: The name of the said corporation shall be LAVENTURE, INC.

SECOND: The place in Ohio where its principal office is to be located is 1736 Churchview Lane, Columbus, Franklin County, Ohio.

THIRD: The purposes for which the said corporation is organized shall be: to operate as a Great Clips haircare and personal grooming Franchisee and other Franchise businesses; and generally, consistent with the provisions of § 1701.04(A)(3) of the Ohio Revised Code, to engage in any lawful act or activity for which corporations may be formed under Chapter 1701 of the Ohio Revised Code.

FOURTH: The corporation by action of its Board of Directors may, at any time and from time to time, purchase or redeem shares of any class issued by it, to the extent of its surplus, to the extent permitted by law.

FIFTH: The number of shares of stock which the said corporation is authorized to have outstanding is Eight Hundred Fifty (850) shares, all of which shall be common shares without par value.

SIXTH: The amount of stated capital with which the corporation shall begin business is not less than Five Hundred Dollars ($500.00).

SEVENTH: The Board of Directors is hereby authorized to fix and determine, and to vary, the amount of working capital of the corporation to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of, or declared in dividends, or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of § 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereinafter enacted, at any time or from time to time.

DOC ID ----> 4248_0191



in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

EIGHTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

NINTH: 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 or 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, or any firm of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for, or in respect to, any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation or which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in said transaction, contract or act; provided that such director or officer of such firm, corporation, or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction 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 or contract or act. Without limiting or

DOC ID ----> 4248_0191



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

TENTH: Every person who is a director, officer, or employee of the corporation or a former director, officer or employee of the corporation, or a person who is serving or has served at the request of the corporation as a director, officer, or employee of another corporation is hereby indemnified against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer, or employee, provided he is determined by the directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with any such action, suit or proceeding are present (a) not to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is a such director, officer or employee; (b) to have acted in good faith in what he reasonably believed to be the best interest of such corporation; and (c) in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his conduct was unlawful; provided, however, no director who is a party to or threatened with any such action, suit or proceeding shall be qualified to vote on such matter. Alternately, such determinations may be made (a) by a court of competent jurisdiction, (b) by the shareholders of the corporation at a meeting held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of voting power of the corporation on such proposal or (c) adopted by the shareholders of the corporation without a meeting by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power on such proposal.

Such indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled including, without limiting the generality of the foregoing, any insurance purchased by the corporation.

ELEVENTH: Notwithstanding any provision of any statute of the State of Ohio, now or hereafter in force, requiring for any purpose the vote of the holders

DOC ID ----> 4248_0191



of shares entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, any action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 30th day of September, 1994.

Terrence A. Grady, Incorporator

DOC ID ----> 4248_0191

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form AGO (August 1992)

04248-0197

# ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Laventure, Inc. (name of corporation), hereby appoint Terrence A. Grady (name of agent) to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

431 East Broad Street, Suite 200 (street address)

Columbus (city), Ohio 43215 (zip code).

**NOTE:** P.O. Box addresses are not acceptable.

Terrence A. Grady (Incorporator)

(Incorporator)

(Incorporator)

## ACCEPTANCE OF APPOINTMENT

The undersigned, Terrence A. Grady, named herein as the statutory agent for Laventure, Inc. (name of corporation), hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Terrence A. Grady Statutory Agent

## INSTRUCTIONS

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).

2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).

3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

** As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.*

DOC ID ----> 4248_0191

☐ **UNIFORM COMMERCIAL CODE FILING**

☒ **CORPORATIONS FILING**

## CORPORATIONS ONLY

☐ EXPEDITE SERVICE ☐ PICK-UP ☐ MAIL

## CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

HAHN LOESER + PARKS
NAME OF YOUR FIRM OR COMPANY

PAULA
ATTENTION

431 E. BROAD, COLS, OHIO 43215
STREET, CITY, STATE, ZIP CODE

221-0240
TELEPHONE NUMBER

04248-0198

## UCC ONLY

☐ MAIL ☐ PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.