

~~05228-1451~~CHARTER NUMBER: 863787
ROLL AND FRAME: 5228-1451OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/11/95

CORPORATION:

MATTHEWS/DAVIDORF, INC.

DOCUMENT NUMBER	CODE	FEE
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95081019501	AMD	35.00
95081019501	MIS	10.00
	CHP	NO FEE

014561

RETURN TO: KEPHART & FISHER
ATTN E M KELLY
41 S HIGH ST STE 1685
COLUMBUS OH 43215

TOTAL : 45.00

0426

05228-1451



The State of Ohio

Bob Taft

Secretary of State

863787

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: AMD MIS CHP

of:

MATTHEWS/DAVIDORF, INC.

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

Recorded on Roll 5228 at Frame 1453 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 10TH day of AUG ,

A.D. 19 95 .



Bob Taft

Bob Taft
Secretary of State



Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

05228-1451

Charter No. 8a3787
Approved CR
Date 8-10-95
Fee 35.00

95081019501

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO THE ARTICLES OF INCORPORATION OF

Matthews/Davidorf, Inc.

(Name of Corporation)

Brenda J. Davidorf, who is:

☐ Chairman of the Board ☒ President ☐ Vice President (Please check one.)

and Brenda J. Davidorf, who is:

☒ Secretary ☐ Assistant Secretary (Please check one.)

of the above named Ohio corporation organized for profit does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

☒ a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on August 9, 19 95 at which meeting a quorum of the shareholders was present in person or by proxy, and by the affirmative vote of the holders of shares entitling them to exercise 100 % of the voting power of the corporation.

☒ in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted: See Attached

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names BOB TAFT SECRETARY OF STATE

9th day of August, 19 95.

By Brenda J. Davidorf President
(Chairman, President, Vice President)

By Brenda J. Davidorf Secretary
(Secretary, Assistant Secretary)

NOTE: OHIO LAW DOES NOT PERMIT ONE OFFICER TO SIGN IN TWO CAPACITIES, TWO SEPARATE SIGNATURES ARE REQUIRED, EVEN IF THIS NECESSITATES THE ELECTION OF A SECOND OFFICER BEFORE THE FILING CAN BE MADE.

05228-1451

MATTHEWS/DAVIDORF, INC. SHAREHOLDER AND DIRECTOR
ACTION BY UNANIMOUS WRITTEN CONSENT IN LIEU OF
ANNUAL MEETING AND CLOSE CORPORATION AGREEMENT

The undersigned, being the sole remaining director and shareholder of Matthews/Davidorf, Inc. (the "Corporation") pursuant to a Stock Purchase Agreement dated May 1, 1995, hereby consents to, adopts and approves the following resolutions pursuant to Section 1701.54 of the Ohio Revised Code, as amended:

RESOLVED, that the Articles of Incorporation be amended to change the name of the Corporation to Brenda J. Davidorf, Inc.; and be it further

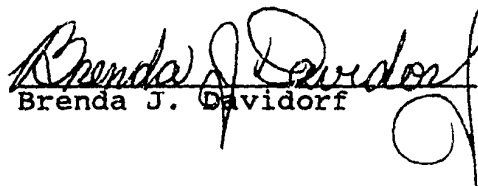
RESOLVED, that the Corporation be a Close Corporation governed by Section 1701.591 of the Ohio Revised Code, as amended; and be it further

RESOLVED, that Article III, Section 1 of the Code of Regulations be amended to reduce the number of directors of the Corporation to one or more; and be it further

RESOLVED, that Brenda J. Davidorf shall be, and hereby is elected to the offices of President, Secretary and Treasurer until the next Annual Meeting of Shareholders of the Corporation or until her respective successors are elected and qualified; and be it further

RESOLVED, that Brenda J. Davidorf is authorized to execute a Certificate of Amendment and a Close Corporation Affidavit to accomplish the above stated actions and for all purposes, this document shall constitute a close corporation agreement pursuant to Section 1701.591 of the Ohio Revised Code, as amended.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of this 9th day of August, 1995.


Brenda J. Davidorf



Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418

05228-1451

CLOSE CORPORATION AFFIDAVIT

STATE OF OHIO

COUNTY OF FRANKLIN

SS.

Brenda J. Davidorf, being duly sworn, deposes and says that she/he is
is president, ~~vice president~~, secretary or ~~assistant secretary~~ (strike out words not applicable) of
Brenda J. Davidorf Inc.; that the aforementioned corporation qualifies
as a close corporation under section 1701.591 of the Ohio Revised Code; that she/he has been
granted the authority to hold more than one office of the aforementioned corporation under provisions
of a close corporation agreement as allowed under section 1701.591(C)(5) of the Code; and that
she/he has signed the attached certificate of amendment, ~~dissolution, merger or consolidation~~ (strike
out words not applicable) in two separate capacities pursuant to the authority granted by the close
corporation agreement and section 1701.591(C)(5) of the Code.

Brenda J. Davidorf

Sworn to and subscribed before me and in my presence this 9th day of August, 19 95.



ELIZABETH M. KELLY, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

Elizabeth M. Kelly
Notary Public

NO EXPIRATION
Expiration date of Notary's Commission

NOTE: this affidavit must accompany any certificate of amendment, dissolution, merger or consolidation which is signed by one person in two corporate capacities under section 1701.591 of the Ohio Revised Code.

☐

UNIFORM COMMERCIAL
CODE FILING

☒

CORPORATIONS FILING

CORPORATIONS ONLY

☒

EXPEDITE
SERVICE

☒

PICK-UP

☐

MAIL

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Hepner + Fisher

NAME OF YOUR FIRM OR COMPANY

05028-1456

Elizabeth M. Kelly

ATTENTION

41 S. High St. Suite 1685

STREET, CITY, STATE, ZIP CODE

Colo. OH 43215

469-1882

TELEPHONE NUMBER

RECEIVED

AUG 10 1995

UCC ONLY

BOB TAFT

SECRETARY OF STATE

☐

MAIL

☐

PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.