

05299-0657

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/19/95

CHARTER NUMBER: 863787
ROLL AND FRAME: 5299-0657

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

BRENDA J. DAVIDORF, INC. FORMERLY MATTHEWS/DA
VIDORF, INC.

AMD
CHN

NO FEE
NO FEE

039918

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

TOTAL :

0582

05299-0657



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 CHN

of:

BRENDA J. DAVIDORF, INC. FORMERLY MATTHEWS/DAVIDORF, INC.

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

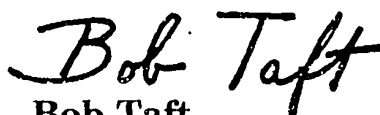
Recorded on Roll 5299 at Frame 0659 of
the Records of Incorporation and Miscellaneous Filings.

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
Secretary of State



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

05299-0659

Charter No. 803787Approved CRDate 8-10-95Fee NO Fee

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:

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.

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

Gha

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.



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

05299-0660

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.

05299-0661

Kephart & Fisher

Attorneys at Law

41 South High Street • The Huntington Center
Columbus, Ohio 43215
614/469-1882
Fax 614/469-1887

October 17, 1995

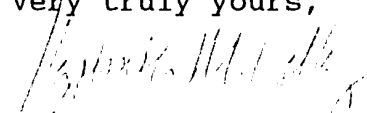
Christy:

Enclosed are the revised documents for the name change of Brenda J. Davidorf, Inc.

I spoke with Liza this morning and was told to deliver these to you so that the August 10th entry could be corrected.

Thanks for your help.

Very truly yours,


Elizabeth M. Kelly

EMK:cc
Enclosures

CORRESPONDENCE