DOC ID ----> 5594_0026

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/22/96

CHARTER NUMBER: 951028
ROLL AND FRAME: 5594-0026

05594-0026

CORPORATION:

RETENTION ANALYSTS, INC.

| DOCUMENT NUMBER | CODE | FEE |
|---|---|---|
| 96082110601 | ARF | 85.00 |
| 96082110601 | MIS | 10.00 |

015068

RETURN TO: COSTANZO & LAZZARO
ATTN S R E LAZZARO
13317 MADISON AVE
LAKEWOOD OH 44107-4814

TOTAL : 95.00

0453

DOC ID ----> 5594_0026

05594-0027

# The State of Ohio

## Bob Taft

Secretary of State

951028

# 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 MIS

of:

RETENTION ANALYSTS, INC.

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

Recorded on Roll 5594 at Frame 0028 of the Records of Incorporation and Miscellaneous Filings.

**Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 21ST day of AUG ,**

**A.D. 19 96 .**

Bob Taft

**Bob Taft**
Secretary of State

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05594-0028

APPROVED
By KN
Date 8/21/96
Amount $85.00
960821106601

**PROCEEDINGS OF THE INCORPORATOR**

AUGUST 12, 1996

The person named below as subscriber to the Articles of Incorporation, desiring for herself, her associates, successors and assigns, to become a body corporate, in accordance with the general corporation laws of the State of Ohio, under the name and style of

# RETENTION ANALYSTS, INC.

and with all the corporate rights, powers, privileges and liabilities enjoyed under or imposed by such laws, did subscribe and acknowledge, as required by law, Articles of Incorporation, which Articles, together with the certificate of acknowledgment, were on the 12th day of August, 1996, duly filed in the office of the Secretary of State, at Columbus, Ohio and by him recorded, and a certified copy thereof, of which the following is a true and correct copy, by him furnished to said subscriber:

Filed _____

Corporation Charter No. _____

## ARTICLES OF INCORPORATION
## OF
## RETENTION ANALYSTS, INC.

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

FIRST. The name of the corporation shall be RETENTION ANALYSTS, INC.

SECOND. The place in the State of Ohio where its principal office is to be located is 10986 Fawn Meadow Lane, City of Strongsville, County of Cuyahoga and State of Ohio 44136.

THIRD. The purpose or purposes for which it is formed are: To engage in any lawful act or activity for which corporations may be formed under *Sections* 1701.01 to 1701.98, inclusive, of the **Ohio Revised Code**.

FOURTH. The authorized number of shares of the corporation shall be 100 shares all of which shall be without par value and all of which shall be classified as COMMON/VOTING.*

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* Transferability: All shares shall contain the following restrictions on transferability:

"No present or future shareholder of this corporation shall sell, transfer, assign or otherwise dispose of any of his or her shares of stock in this corporation without first offering such shares for the same price, and upon the same terms and conditions as the same are being offered to a third person (disclosing the name of the proposed purchaser), to the corporation which shall have a period of thirty (30) days in which to accept such offer. Failing a timely acceptance, the selling shareholder shall then offer such shares for the same price, terms and conditions as they are being offered to a third person, to the remaining shareholders of the corporation, prorata. The remaining shareholders of the corporation shall have a period of thirty (30) days in which to accept said offer. Failing a timely acceptance by the remaining shareholders, the selling shareholder shall be free to sell such shares, but only to the prospective purchaser so disclosed, but for no more favorable price, terms and/or conditions, provided such sale is consummated within sixty (60) days following the expiration of the last option created herein. After such sixty (60) day period, the shares of stock shall again be subject to the provisions of this Restriction."

All shares of stock of this corporation shall be appropriately endorsed to reflect the Restriction upon transferability contained herein.

**FIFTH.** The amount of capital with which the corporation will begin business is greater than Five Hundred and No/100 Dollars ($500.00).

**SIXTH.** No officer, director or shareholder of this corporation shall be disqualified by his/her office, membership or stock ownership from dealing or contracting with the corporation, whether as vendor, purchaser, employee, agent or otherwise, nor shall any transaction, contract or act of the corporation be either void or voidable or in any other way affected or invalidated by reason of the fact that any such officer, director or shareholder of the corporation, any firm of which he/she may be an officer, director or shareholder is in any way interested in such transaction, contract or act, provided the interest of such officer, director, shareholder, corporation, or firm is disclosed to or known by the Board of Directors of this corporation or such members thereof as shall be present at any meeting at which such action is taken upon any such transaction, contract or act. Neither shall any such officer, director or shareholder be accountable or otherwise responsible to the corporation for or in connection with any such act, contract or transaction, or for any gains or profits realized by him/her by reason of the fact that he/she, any firm of which he/she is a member, or any corporation of which he/she is an officer, director or shareholder, is interested in any such transaction, contract or act. Any such officer, director, or shareholder, if he/she is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action upon any such transaction, contract or act and he/she may vote at any such meeting to authorize, adopt, ratify, or approve any such transaction, contract, or act to the same extent as if he/she, or any firm which he/she is a member or any other corporation of which he/she is an officer, director or shareholder were not interested in such transaction, contract or act.

**SEVENTH.** In addition to the other powers and authorities conferred upon it by the law, the Board of Directors, by vote of the majority of the whole Board, and without consent or vote of the shareholders, shall have full power and authority from time to time:

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(a) To fix the amount of consideration (including consideration other than money when the fair market value of such consideration to the corporation cannot be immediately or readily determined), for which shares without par value may be sold and to determine what proportion of such consideration shall be treated as surplus.

(b) To adopt an amendment to the Articles of Incorporation in respect to unissued or treasury shares, fixing or altering the dividend rate, redemption price, or liquidation of such shares.

(c) To dispose of excess of assets created by reduction of stated capital.

(d) To purchase shares issued by the corporation to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities, plus stated capital.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this date of August 12, 1996.

Diane M. Lucas

DIANE M. LUCAS, Incorporator

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05594-0031

# ORIGINAL APPOINTMENT OF AGENT

## OHIO CORPORATION

**Section 1701.07 Ohio Revised Code**

**********

The undersigned, being the sole incorporator of RETENTION ANALYSTS, INC. hereby appoints herself, Diane M. Lucas, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

Her complete address is:

DIANE M. LUCAS
P.O. BOX 360188 / 10980 FAWN Meadow
STRONGSVILLE, OHIO 44136
CUYAHOGA COUNTY

RETENTION ANALYSTS, INC.

Diane M. Lucas
DIANE M. LUCAS

Lakewood, Ohio
August 12, 1996

AUGUST 12, 1996

I hereby accept appointment as agent of RETENTION ANALYSTS, INC. upon whom process, tax notices or demands may be served.

Diane M. Lucas
DIANE M. LUCAS, AGENT

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COSTANZO & LAZZARO, P.L.L.
ATTORNEYS AND COUNSELORS AT LAW

RAYMOND J. COSTANZO
S. ROBERT E. LAZZARO

13317 MADISON AVENUE
LAKEWOOD, OHIO 44107-4814
216/226-8241
FAX 216/226-4717

05594-0032

August 12, 1996

CORRESPONDENCE

MR BOB TAFT
OHIO SECRETARY OF STATE
30 E BROAD ST 14TH FL
COLUMBUS OH 43215

RE: RETENTION ANALYSTS, INC.
Proposed Ohio Corporation

Dear Mr. Secretary:

Please accept for filing the enclosed Articles of Incorporation together with the Original Appointment of Statutory Agent for Retention Analysts, Inc., a proposed Ohio corporation. Enclosed is our check in the amount of $95.00 which sum represents eighty-five dollars filing fee and ten dollars for expedient processing.

If there are any questions or problems in connection with this matter, please direct same to the undersigned attorney.

Thank you.

Yours truly,

added street address per attorney's request on agent page

S. Robert E. Lazzaro, Esq.

SREL/amc

Enclosures