

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
05/07/97

CHARTER NUMBER: 977881
ROLL AND FRAME: 5851-1580

05851-1580

CORPORATION:

MIDWEST MARKETING AGENCY, INC.

DOCUMENT NUMBER	CODE	FEE
97050650801	ARF	85.00
97050650801	MIS	10.00

104242

RETURN TO: FRIEND AND HUDAK
ATTN C J HUDAK
118 E MAIN ST
COLUMBUS OH 43215

TOTAL : 95.00

0589

05851-1581



The State of Ohio

Bob Taft

Secretary of State

977881

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:

MIDWEST MARKETING AGENCY, INC.

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

Recorded on Roll 5851 at Frame 1582 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 97 .



Bob Taft
Bob Taft
Secretary of State

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97050650801

ARTICLES OF INCORPORATION

OF

MIDWEST MARKETING AGENCY, INC.

APPROVED

By 30Date 5/6/97Amount \$95.00

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

- FIRST: The name of said corporation shall be
Midwest Marketing Agency, Inc.
- SECOND: The place in Ohio where its principal office is to be located is 1550 Old Henderson Road, Suite N241, Columbus, Ohio 43220 Franklin County
- THIRD: The purpose of said corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.98, inclusive, of the Ohio Revised Code.
- The corporation reserves the right at any time and from time to time, to substantially change its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation which is authorized by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor. No shareholder, notwithstanding that he may have objected thereto in writing, shall be entitled to payment of the fair cash value of his shares.
- FOURTH: The maximum number of shares which the corporation is authorized to have outstanding shall be seven hundred and fifty (750), all of which shares shall be common stock without par value.
- FIFTH: The amount of stated capital with which the corporation will begin business is \$500.00.
- SIXTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.
- SEVENTH: The Board of Directors is hereby authorized to fix and determine whether any surplus, and, if any,

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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 supply surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereafter enacted, at any time, or from time to time, in the purchase or acquisition of shares of any class, voting trusts 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: No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction to which the corporation is or may be a party shall be void or voidable for the reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorized or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the Board of Directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors or any committee thereof which authorized the contract or transaction.

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NINTH: The provisions of Section 1701.13(E)(5)(a) of the Ohio Revised Code or any statute of like tenor or effect which is hereafter enacted shall not apply to the corporation. The corporation shall, to the fullest extent not prohibited by any provision of applicable law other than Section 1701.13(E)(5)(a) of the Ohio Revised Code or any statute of like tenor or effect which is hereinafter enacted, indemnify each director and officer against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director or officer of the corporation, or by any reason of being or at any time having been, while such a director or officer, an employee or other agent of the corporation or, at the direction or request of the corporation, a director, trustee, officer, administrator, manager, employee, adviser or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

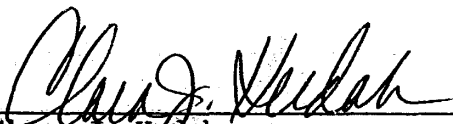
The corporation shall indemnify any other person to the extent such person shall be entitled to indemnification under Ohio law by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the corporation, and the corporation may further indemnify any such person if it is determined on a case by case basis by the Board of Directors that indemnification is proper in the specific case. Notwithstanding anything to the contrary in these Articles of Incorporation, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors or by written opinion of legal counsel designated by the Board of Directors for such purpose that indemnification is contrary to applicable law.

TENTH: Notwithstanding any provisions of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) or any other proportion of the voting power of the

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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 entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 8 day
of April, 1997.


Clara J. Hudak
Incorporator



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

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ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of _____

Midwest Marketing Agency, Inc.

(name of corporation)

, hereby appoint

Clara J. Hudak

(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:

118 East Main Street

(street address)

Columbus

(city)

43215

, Ohio

(zip code)

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

Clara J. Hudak

(Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Clara J. Hudak, named herein as the statutory agent for

Midwest Marketing Agency, Inc.

(name of corporation)

, hereby acknowledges and accepts the

appointment of statutory agent for said corporation.

Clara J. Hudak

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 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.

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UNIFORM COMMERCIAL
CODE FILING

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CORPORATIONS FILING

CORPORATIONS ONLY

☐

EXPEDITE
SERVICE

☐

PICK-UP

☐

MAIL

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Friend And Hudak

NAME OF YOUR FIRM OR COMPANY

Clara J. Hudak

ATTENTION

118 E. Main Street

Columbus, Ohio 43215

STREET, CITY, STATE, ZIP CODE

614-271-8800

TELEPHONE NUMBER

UCC ONLY

☐

MAIL

☐

PICK-UP

IF NOT CHECKED, IT WILL BE MAILED.