

RECEIPT AND CERTIFICATE

N^o 1563

THE M-A BUILDING AND MAINTENANCE COMPANY

NAME

NUMBER

DOMESTIC CORPORATIONS

✓ ARTICLES OF INCORPORATION
AMENDMENT
MERGER CONSOLIDATION
DISSOLUTION
AGENT
RE-INSTATEMENT
CERTIFICATES OF CONTINUED
EXISTENCE
MISCELLANEOUS

FOREIGN CORPORATIONS

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AMENDMENT
SURRENDER OF LICENSE
APPOINTMENT OF AGENT
CHANGE OF ADDRESS OF AGENT
CHANGE OF PRINCIPAL OFFICE
RE-INSTATEMENT
FORM 7
PENALTY

MISCELLANEOUS FILINGS

ANNEXATION INCORPORATION--CITY
OR VILLAGE
RESERVATION OF CORPORATE NAMES
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REGISTRATION OF NAME RENEWALS
REGISTRATION OF NAME CHANGE
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TRADE MARK
TRADE MARK RENEWAL
SERVICE MARK
SERVICE MARK RENEWAL
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MARK OF OWNERSHIP RENEWAL
EQUIPMENT CONTRACT, CHATTEL,
MORTGAGE
POWER OF ATTORNEY
SERVICE OF PROCESS
MISCELLANEOUS
ASSIGNMENT, TRADE MARK, MARK
OF OWNERSHIP, SERVICE MARK,
REGISTRATION OF NAME

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 22nd day of April, A. D. 1969, and recorded on Roll *B612* at Frame *1616* of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To:

Burke, Haber & Berick

1090 Union Commerce Bldg.

Cleveland, Ohio 44115 ATT: Michael R. Kleinerman

FEE RECEIVED \$

50.00

NAME:

THE M-A BUILDING AND MAINTENANCE COMPANY

B612-1617

3,322-38

ARTICLES OF INCORPORATION

OF

THE M-A BUILDING AND MAINTENANCE COMPANY

APPROVED

By CS
Date 7-21-69
50

106-08

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Section 171.1 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of the Corporation shall be The M-A Building and Maintenance Company (the "Corporation").

SECOND: The Corporation is to be located in the City of Cleveland, Cuyahoga County, Ohio, and its principal business there transacted.

THIRD: The purposes for which and for any of which the Corporation is formed are as follows:

To equip, outfit, supply, service, maintain, operate, whitewash, paint and weather proof buildings, machinery, other structures and things of all kinds for which such treatment may be suitable. To manufacture, buy, sell and generally deal in all the tools, materials and supplies used in building maintenance.

To acquire, own, hold, use, lease, mortgage, pledge, hypothecate, exchange, assign, transfer and dispose of property of all kinds, wherever situated, including shares of stock, bonds, debentures, warrants, notes, scrip, securities, interests in real estate, evidences of indebtedness, accounts receivable, contracts and obligations of any corporation, association, firm or individual, and to pay for the same in cash or in shares or obligations of the Corporation or otherwise.

To enter into, promote or conduct any kind of business, contract or undertaking and for

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such purpose to acquire, take over and dispose of any or all of the assets of any corporation, association, firm or individual, to assume their rights and liabilities, guarantee or become surety for the performance of their obligations, and participate in any way in their affairs.

To possess and exercise without restriction as fully as a natural person might do all of the powers and authorities conferred upon or permitted to corporations under the laws of the State of Ohio; and to do any and all things incidental to the accomplishment of the purposes hereinbefore set forth or incidental to the protection and benefit of the Corporation.

The Corporation reserves the right at any time and from time to time to substantially change its purposes in any manner now or hereafter permitted by statute. Any change in the purposes of the Corporation, authorized or approved by the holders of shares entitled to exercise the proportion of the voting power of the Corporation now or hereafter required by statute or by the Articles of Incorporation of the Corporation or such authorization or approval shall be binding and conclusive upon every shareholder of the Corporation, as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, 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 is 500 Common Shares without par value.

FIFTH: The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

SIXTH: A director or officer of the Corporation shall not be disqualified from dealing or contracting with the Corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract, or other act of the Corporation be void or voidable or in any way affected or invalidated by the fact that any director or officer or any firm in which such director or officer is a member, or

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any corporation of which such director or officer is a shareholder, director, or officer is in any way interested in such transaction, contract, or other act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof who shall be present at any meeting of the Board of Directors at which action upon any such transaction, contract or other act shall be taken; nor shall any such director or officer be accountable or responsible to the Corporation for or in respect of any such transaction, contract, or other act of the Corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or officer is interested in such transaction, contract, or other act; and any such 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 in respect of any such transaction, contract, or other act, and may vote thereat to authorize, ratify, or approve any such transaction, contract, or other 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 officer were not interested in such transaction, contract or other act.

SEVENTH: The Corporation may from time to time, pursuant to authorization by the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of the Corporation of any class or classes in such manner, upon such terms and in such amounts as the Board of Directors shall determine; subject, however, to such limitation or restriction, if any, as is contained in the express terms of any class of shares of the Corporation outstanding at the time of purchase or acquisition in question.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release of the holders 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, such action, unless otherwise expressly required by statute or by the Articles of Incorporation of the Corporation, may be taken by the

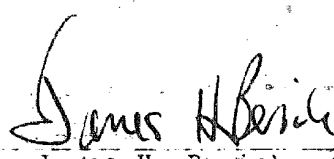
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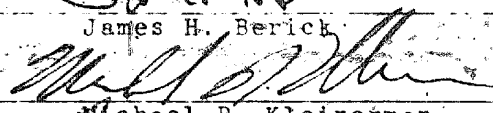
vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

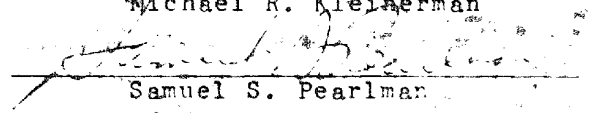
NINTH: Except as otherwise expressly provided herein, no shareholder of the Corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of the Corporation, now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder, and the Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class; provided, however, that the Board of Directors may, in its discretion, grant such preferential subscription rights, at such price and upon such other terms and conditions as may be determined.

IN WITNESS WHEREOF, we have hereunto set our hands

this 21st day of April, 1961.


James H. Berick


Michael R. Kleiner


Samuel S. Pearlman

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Original Appointment of Agent

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

THE M-A BUILDING AND MAINTENANCE COMPANY

(Name of Corporation)

hereby appoint BHB SERVICE COMPANY, a corporation having a business address in the county

in which THE M-A BUILDING AND MAINTENANCE COMPANY

(Name of Corporation)

has its principal office, as the agent upon which any process, tax notice or demand required or permitted by statute to be served upon the corporation may be served. Its complete address is 1090 Union Commerce Building, Cleveland, Cuyahoga County, Ohio, 44115.

THE M-A BUILDING AND MAINTENANCE COMPANY

(Name of Corporation)

James H. Berick

Michael R. Kleiner

Samuel S. Pearlman

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cleveland, Ohio

April 21, 1969

THE M-A BUILDING AND MAINTENANCE COMPANY

(Name of Corporation)

Gentlemen: The undersigned hereby accepts appointment as agent of your corporation upon whom process, tax notices or demands may be served.

BHB SERVICE COMPANY

By

James H. Berick

Vice President