

B718 736
RECEIPT AND CERTIFICATE

Nº 4414

RANKIN FARMS, INC.

COPY

NAME

405516

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
REGISTRATION OF NAME
REGISTRATION OF NAME RENEWALS
REGISTRATION OF NAME—CHANGE
OF REGISTRANTS ADDRESS
TRADE MARK
TRADE MARK RENEWAL
SERVICE MARK
SERVICE MARK RENEWAL
MARK OF OWNERSHIP
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 4th day of January, A. D. 1971, and recorded on Roll B718 at Frame 736 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*TED W. BROWN,
Secretary of State

Filed by and Returned To: Zacks, Luper & Burst

88 E. Broad St.

Columbus, Ohio 43215

FEE RECEIVED: \$ 50.00

NAME: RANKIN FARMS, INC.

1-98

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ARTICLES OF INCORPORATION

OF

RANKIN FARMS, INC.

APPROVED
By [Signature]
Date 1-4-71
Amount 500
1-98

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST: The name of said corporation shall be Rankin Farms, Inc.

SECOND: The place in Ohio where its principal office is to be located is: Revenge Road S. W., Rt. 2, Lancaster, Ohio, Fairfield County.

THIRD: The purposes of which it is formed are:

(A) To acquire farm properties and other real estate by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell and deal in livestock of all kinds. To engage in dairying and the poultry stock and market gardening business. To operate greenhouses, hotbeds and cold frames for the raising of plants, shrubs and flowers. To acquire, maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes and all other conveniences in equipment suitable for the opening of its products. In general, to conduct in all their several departments and branches the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, florists and to do everything incidental or conducive to the full accomplishment of the foregoing objects;

(B) To purchase, acquire, hold, sell, trade and deal in, stocks, bonds, options, notes, debentures, bills of exchange, mortgages, voting trust certificates, certificates of deposit, certificates of interest, trust receipts, land trust certificates, securities of every nature, other evidences of indebtedness, and commodities of every nature, and contracts for the future delivery of commodities of every nature, on margin or otherwise, by whomsoever made or issued, and doing any and all things necessary or incidental thereto;

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(C) To purchase, take, own, hold, deal in, mortgage or otherwise lien, and to sell, exchange, convey, transfer or in any manner dispose of any real or personal property within or without the State of Ohio; and to carry on any other business in connection therewith, and to purchase land, erect buildings, make improvements, and in every other manner to engage in and conduct a general real estate business;

(D) To carry on such other businesses as may be necessary, convenient or desirable to accomplish the above purpose, and to do all things incidental thereto which are not forbidden by law or by these Articles of Incorporation;

(E) To acquire by purchase, exchange, lease, devise, or otherwise, and to hold, own maintain, manage, improve, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of or deal in or with, real property, wheresoever situated, and any and all rights, interests or privileges therein.

(F) To borrow money and issue, sell or pledge any and all stocks, bonds, securities, commodities, contracts for the future delivery of commodities, and other operations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured;

(G) To enter into any arrangement with others for the sharing of profits or union of interest with respect to any transaction, operation or venture which the Corporation has power to conduct itself, even if such arrangement involves sharing or delegation of control of such transaction, operation or venture with or to others;

(H) To act as agent or representative of individuals, firms, corporations, and other entities and as such to manage, develop and extend the business interests of such principals;

(I) To form subsidiary corporations;

(J) To carry on such other businesses as may be desirable;

(K) To indemnify each of its officers and directors, whether or not then in office (and his executor, administrator and heirs) against all reasonable expenses actually and necessarily incurred by him, including, but not limited to judgments, costs and counsel fees, in connection with the defense of any litigation, including any civil, criminal or administrative action, suit or proceeding, to which he may have been made a party because he

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is or was a director or officer of the Corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his duties, or was derelict in the performance of his duty as director or officer by reason of wilful misconduct, bad faith, gross negligence or reckless disregard of the duties of his office or employment. The right of indemnity for expenses shall also apply to expenses of suits which are compromised or settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled;

(L) To pay, out of the funds of this Corporation, all expenses incidental to the organization of the Corporation, which the Corporation may lawfully pay; to remunerate any individual, association, partnership, corporation or other legal entity for services rendered, or to be rendered, in selling or placing, or in aiding, assisting, or guaranteeing the selling or placing of any shares of stock of this Corporation, or any bonds, obligations, or other securities issued by it;

(M) To aid, by loan, subsidy, guaranty, or in any lawful manner whatsoever, any individual, association, partnership, corporation or other legal entity whose stocks, bonds, notes, debentures or other securities or evidences of indebtedness or obligations are in any manner directly or indirectly held or guaranteed by this Corporation; or by any corporation in which the Corporation may have an interest as stockholder, creditor, guarantor or otherwise, or whose shares or securities it owns, and to do any and all lawful acts and things designed to protect, preserve, improve or enhance the value of any stocks, bonds, notes, debentures or other securities, or evidences of indebtedness or obligations of any individual, association, partnership, corporation or other legal entity in which this Corporation has an interest as stockholder, guarantor, creditor or otherwise, or whose shares or securities it owns, and to lend money with or without collateral security;

(N) To purchase, lease, or otherwise acquire, and to hold, exercise, and enjoy, all or any of the property, franchises, good will, rights, powers, and privileges held or enjoyed by any individual, association, partnership, corporation or other legal entity, and to undertake the liabilities of any such individual, association, partnership, corporation or other legal entity;

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(O) To do any and all things of every kind or nature whatsoever, which may be useful or convenient or possible to do in connection with, as part of, incidental to, or supplemental to, any of the above enumerated purposes;

(P) The Corporation reserves the right substantially to change the purposes hereof, from time to time.

FOURTH: The maximum number of shares of all classes which the Corporation is authorized to have outstanding is five hundred (500) shares no par common.

FIFTH: The amount of stated capital with which the Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

SIXTH: The Board of Directors is hereby authorized to fix and determine, and to vary, the amount of working capital of the Corporation, to determine whether any, and, if any, 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 apply such 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 hereinafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scrip, 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.

SEVENTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the Corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of filing of these Articles of Incorporation.

EIGHTH: A director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the Corporation shall be void or voidable or in any way affected or invalidated

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by reason of the fact that any director or officer, of any firm of which any director or officer is a member, or any corporation of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any transaction or contract or act of the Corporation or for any gains or profits directly or indirectly 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 trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the Corporation may take any action within the scope of his authority respecting such contract or transaction or 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 trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith, is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

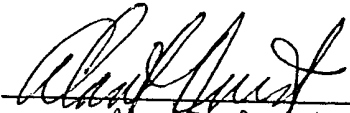
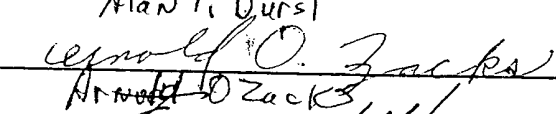
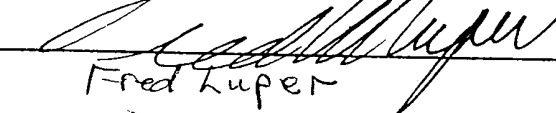
NINTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

TENTH: Notwithstanding any provision of any statute of the State of Ohio, now or hereafter in force, requiring for any purpose the vote of the holders of shares entitling them to exercise two-thirds (2/3) or any other proportion of the voting power of the Corporation or of any class or classes of shares

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thereof, any action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 31 day of December, 1970.


Alan T. Durst

Arnold O. Zacks

Fred Luper
INCORPORATORS

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Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of Rankin Farms, Inc.
(Name of Corporation)

hereby appoint Patrick Leo Rankin
(Name of Agent)
a natural person resident in the county in which the corporation has its principal office, ~~a corporation~~
~~having a business address in the county in which~~
(Name of Corporation)

~~has its principal office (strike out phrase not applicable)~~ upon whom ~~(which)~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His ~~(its)~~

complete address is 1317 W. Market Street, Baltimore
(Street or Avenue) (City or Village)
Fairfield County, Ohio, 43105
(Zip Code)

Rankin Farms, Inc.
(Name of Corporation)

Allen I. Durr
Arnold C. Zuck
Fred M. Luper
Fred Luper

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Columbus, Ohio

December 31, 1970

Rankin Farms, Inc.
(Name of Corporation)

Gentlemen: I, ~~(strike out word not applicable)~~ hereby accept(s) appointment as agent of your corporation upon whom process, tax notices or demands may be served.

X

Patrick Leo Rankin
(Signature of Agent or Name of Corporation)

By _____
(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no filing fee for this appointment.