

B750 925
RECEIPT AND CERTIFICATE
 CHECKER NOTIONS COMPANY, INC.

Nº 21360

NAME

412653

NUMBER

DOMESTIC CORPORATIONS

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

FOREIGN CORPORATIONS

LICENSE
 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 2nd day of July, A. D. 1971, and recorded on Roll B750 at Frame 925 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
 Secretary of State

Filed by and Returned To:

John W. Stopler

240 Spitzer Bldg.

Toledo 43604.

FEE RECEIVED: \$ 50.00

NAME: CHECKER NOTIONS COMPANY, INC.

C-101 Prescribed by Secretary of State—Ted W. Brown.

B750 926

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Articles of Incorporation

— OF —

CHECKER NOTIONS COMPANY, INC.

(Name of Corporation)

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

Checker Notions Company, Inc.

SECOND. The place in Ohio where its principal office is to be located is

Toledo

Lucas

County

(City, Village or Township)

THIRD. The purposes for which it is formed are:

(a) To conduct generally a business of selling and distributing, at wholesale and at retail, notions, soft goods, gift items, household goods and wares, craft materials and similar items, including any and all matters incidental thereto;

(b) To manufacture, purchase or otherwise acquire, to sell, assign, transfer, exchange or otherwise dispose of and to invest in, trade, and deal in or deal with goods, wares and merchandise and personal property of every class and description;

(c) To purchase, acquire and hold, mortgage, pledge, hypothecate, loan money upon, exchange and sell and otherwise deal in personal property, and real property of every kind, character and description whatsoever and wheresoever situated and any interest therein;

(d) To acquire any part or all of the business, including good will, of any person, firm, association or corporation, whether or not the business is similar to that in which this corporation is then engaged, and to pay for the same in cash or in shares or obligations of the corporation, or otherwise, and to assume in connection therewith any or all of the obligations or liabilities of such business, and to conduct in the State of Ohio, or elsewhere, any such business acquired, provided such business is not prohibited by the laws of the State of Ohio;

(e) To purchase, acquire, own, hold, vote, guarantee, sell, pledge, or otherwise dispose of, and otherwise use and deal in or with shares of stock, bonds, mortgages and other securities and obligations of domestic

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BY

Date

Amount

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B750 927

or foreign corporations, associations, partnerships or individuals, and the direct or indirect obligations of the United States of any State, Territory or dependency thereof, or of any foreign governments, or of any governmental subdivision, or instrumentality;

(f) To apply for, purchase or otherwise acquire, hold, use, sell, or in any manner dispose of, lease, assign, mortgage, grant licenses or other rights therein, or in any manner deal with letters patent, patent rights, licenses, inventions, improvements, processes, copy-rights, trade marks, or trade names;

(g) To act as agent, attorney in fact, factor, broker, or in any other capacity, or commission or otherwise, for any person, firm, association, corporation or government anywhere, and any time, and as such to aid, develop, extend and promote the business interest of such person, firm, association, corporation or government;

(h) To do any and everything necessary, suitable, convenient or proper for the accomplishment or furtherance of any one or all of the objects and purposes hereinbefore enumerated, or which shall at any time appear to be conducive to or expedient for the interest or benefit of the corporation and its shareholders,

Each purpose specified in any clause or paragraph of this Article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation, and it is expressly provided that enumeration herein of specific purposes and powers shall not be held to limit or restrict, in any manner; the general powers of the corporation.

The corporation reserves the right substantially to change its purposes. If a change of purposes is authorized by the vote now or hereafter required by statute, or these Articles of Incorporation, dissenting shareholders shall not have appraisal or payment rights.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is five hundred (500) common shares without par value.

Shares without par value may be issued pursuant to subscriptions taken by the incorporators for such

B750 928

amount of consideration as may be specified by the incorporators, and after organization shares without par value, now or hereafter authorized, may be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. Any and all shares without par value so issued, the consideration for which, as fixed by the incorporators, or by the Board of Directors, has been paid or delivered shall be fully paid and non-assessable.

- FIFTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00)
- SIXTH: The corporation, by action of the Board of Directors, and without action by shareholders, may purchase its shares for all purposes and to the full extent permitted by law.
- SEVENTH: No holder of shares of the corporation shall have any pre-emptive right to subscribe for, or to purchase, any shares or securities of the corporation now or hereafter authorized.
- EIGHTH: Notwithstanding any provision of the Revised Code, as now or hereafter in force, requiring for any action or purpose, the votes 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, such action, unless otherwise expressly required by statute, may be taken by the vote of the holders or shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.
- NINTH: The Board of Directors is hereby authorized to fix and determine and vary the amount of the stated capital of the corporation. Any surplus or excess of assets over liabilities plus stated capital, whether the surplus or excess results from reduction of stated capital or otherwise, shall be used or disposed of in such manner as the Board of Directors may determine.
- TENTH: A director shall not be disqualified from dealing or contracting with the corporation as vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, or director, is in any way interested in such transaction, or contract, or act, provided the fact that such director or such firm or

B7D 929

such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which any action on any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such contract or transaction or act of this 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 or director is interested in such transaction or contract or 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 to any such transaction or contract or act and may vote to authorize, ratify or approve any such transaction or contract 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 or director, were not interested in such transaction or contract or act.

ELEVENTH: Each director and officer of the corporation shall be indemnified by the corporation against the costs and expenses reasonably incurred by him in connection with the defense of any action, suit or proceeding, and any loss by reason of the settlement of, or by the payment of, any judgment resulting from such action, suit or proceeding, to which he is made a party by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer of the corporation at the time of incurring such loss, costs and expenses; provided, however, that no benefit hereunder shall accrue to such officer or director who may be guilty of fraud, and provided further that this indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

1st day of July, 1971.

John W. Stoepler
John W. Stoepler

Catherine M. Armbruster
Catherine M. Armbruster

Richard L. Millward
Richard L. Millward

B750 930

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of CHECKER NOTIONS COMPANY, INC., hereby appoint J. Robert Krieger, Jr., 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. His complete address is 4345 Secor Road, Toledo, Ohio, 43623, &

CHECKER NOTIONS COMPANY, INC.

John W. Stepler
John W. Stepler

Catherine M. Ambuster
Catherine M. Ambuster

Richard L. Millward
Richard L. Millward

Toledo, Lucas County, Ohio

June 1ST, 1971

CHECKER NOTIONS COMPANY, INC.

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

J. Robert Krieger, Jr.
J. Robert Krieger, Jr.