

B795 325

this 13th day of March, 1972.

James D. Bixler
JAMES D. BIXLER

Frank E. Forsythe
FRANK E. FORSYTHE

William C. Ailes
WILLIAM C. AILES

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least a majority of the incorporators of EDCO INSURANCE AGENCY, INC., hereby appoint THOMAS W. EDWARDS IV, 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 419 East Main Street, Louisville, Ohio 44641, *Noted for y*

EDCO INSURANCE AGENCY, INC.

*James W. Dwyer**Frank C. Dwyer**William C. Dwyer*

Canton, Ohio

March 17, 1972

EDCO INSURANCE AGENCY, INC.

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

Thomas W. Edwards IV
 Thomas W. Edwards IV

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RECEIPT AND CERTIFICATE

No 20736

EDCO INSURANCE AGENCY, INC.

NAME

NUMBER

DOMESTIC CORPORATIONS

MISCELLANEOUS FILINGS

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

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

FOREIGN CORPORATIONS

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

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 15th day of March A. D. 19 72, and recorded on Roll **B795** at Frame **332** of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Janson, Saffly, Davis and Bixler
First National Bank Bldg.
Canton, Ohio 44702 ATTORNEY: M. Bixler

FILED ELECTRONICALLY

NAME EDCO INSURANCE AGENCY, INC.

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422226

ARTICLES OF INCORPORATION
OF
EDCO INSURANCE AGENCY, INC.

APPROVED



DATE 3-15-72

Amount 

73-63

The undersigned, all of whom are citizens of the United States, desiring to form a Corporation, for profit, under Revised Code Section 1701.01 et seq., do hereby certify:

FIRST: The name of said Corporation shall be
EDCO INSURANCE AGENCY, INC.

SECOND: The place in Ohio where its principal office is to
be located is Louisville, Stark County, Ohio.

THIRD: The purpose or purposes for which it is formed are: to
conduct the business of an insurance agency and to do
any and all other acts and things necessary, convenient or expedient
to the accomplishment of the foregoing both within and without the
State of Ohio, to the same extent as a natural person might or could
do in any capacity.

To engage in any lawful act or activity for which corpora-
tion may be formed under sections 1701.01 to 1701.98 inclusive, of
the Ohio Revised Code.

FOURTH: The number of shares which the Corporation is authorized
to have outstanding is five hundred (500) all of which
shall be common shares without par value.

FIFTH: 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.

SIXTH: 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; nor shall any transaction, contract or act of the
Corporation be void or voidable or in any way affected or invali-
dated by reason of the fact that any director or officer or any
firm of which such director or officer is a member or any corpora-
tion of which such director or officer is a shareholder, director
or officer, is in any way interested in such transaction, contract
or 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 as shall be
present at any meeting of the Board of Directors at which action

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upon any such contract, transaction or 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 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, officer or director, is interested in such transaction, contract or act and any such director or officer, if such officer 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 in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, 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, officer or director, were not interested in such transaction, contract or act.

SEVENTH: This Corporation shall indemnify any and all of its directors or officers or former directors or former officers, or any person who is serving or who has served at its request as a director, officer or employee of another Corporation against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is, or may be made, a party by reason of being, or having been, such director, officer or employee, if it shall be found by the directors not involved in the matter in controversy (whether or not a quorum) that such director or officer (a) was not and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his duty to the Corporation of which he is a director, officer or employee, (b) acted in good faith in what he reasonably believed to be the best interest of such Corporation, and (c) that, in any matter the subject of criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful. In the event there are no directors who are not involved in the matter or controversy, the determination herein provided for may be made by the holders of one-half of the issued and outstanding shares of stock of said Corporation irrespective of whether said shareholders are also directors and/or officers and whether they are involved in the matter of controversy. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under the laws of Ohio pursuant to statutory or common law, the articles of incorporation, the regulations, any agreement, shareholder action or under any policies of insurance purchased by the Corporation, or otherwise.

EIGHTH: The amount of capital with which the Corporation will begin business will not be less than \$500.00.

IN WITNESS WHEREOF, we have hereunto subscribed our names