

BO571-1066
RECEIPT AND CERTIFICATE

No. 7916

ROBERT L. HUNKER ASSOCIATES, INCORPORATED formerly ROBERT L. HUNKER

NAME

ASSOCIATES INCORPORATED

248852

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, Secre-
2nd April 73
tary of State, at Columbus, Ohio, on the _____ day of _____, A. D. 19____, and
4/3/73 3871
recorded on Roll _____ at Frame 1066 of the RECORDS OF INCORPORATION and MIS-
CELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Buckingham, Doolittle & Burroughs

1 Cascade Plaza

Akron, Ohio 44308 Att: James C. Herndon

FEE RECEIVED: \$ 25.00

NAME: ROBERT L. HUNKER ASSOCIATES, INCORPORATED formerly ROBERT L.
HUNKER ASSOCIATES INCORPORATED

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AGREEMENT OF MERGER

THIS AGREEMENT entered into this 30th day of March, 1953, by and between ROBERT L. HUNKER ASSOCIATES, INC. CORPORATION, hereinafter called "Hunker", also sometimes referred to as the "Surviving Corporation"; and R & H REALTY COMPANY, an Ohio Corporation, hereinafter called "Realty". Both of said corporations exist and are in good standing under the laws of the State of Ohio and are hereinafter sometimes referred to collectively as the "Constituent Corporations" and separately as a "Constituent Corporation".

WHEREAS, The Board of Directors of each of the Constituent Corporations have deemed it advisable for the mutual benefit of said corporations and their respective shareholders that Realty be merged with and into Hunker on the terms set forth herein and pursuant to the applicable provisions of the laws of Ohio, and have approved this Agreement and authorized the respective officers of the Constituent Corporations to execute the same; and

WHEREAS, Hunker is authorized to issue Two Hundred Fifty (250) shares of common stock without par value, of which Two Hundred (200) shares are issued, and Realty is authorized to issue Two Hundred Fifty (250) shares of common stock without par value, of which One Hundred (100) shares are issued;

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AND, WHEREFORE, in consideration of the mutual agreements hereinafter set forth, the parties hereto agree that Peak shall be merged into Hunker and that Hunker shall be the Surviving Corporation and shall continue to exist under and be governed by the laws of the State of Ohio and that the terms and conditions of such merger shall be as follows:

ARTICLE I

AMENDED ARTICLES OF INCORPORATION

1.1 - At the time the merger becomes effective, the Articles of Incorporation of Hunker (hereinafter in this Article I referred to as the "Corporation") shall be amended to read as set forth below:

First: Name

The name of the Corporation is Robert L. Hunker Associates, Incorporated.

Second: Principal Office

The place in this State where the principal office of the Corporation is to be located is in the Village of Peninsula, Summit County, Ohio.

Third: Purposes

The purposes of the Corporation are:

- (a) To engage in any lawful act or activity for which Corporations may be formed under the General Corporation Law of the State of Ohio.
- (b) To conduct and carry on any and all of the businesses of manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds, household

furniture and furnishings, office furniture and furnishings, commercial furnishings, theatrical furnishings, furniture rental, commercial art displays, floral arrangements and displays, rugs, carpeting, electrical appliances and fixtures, crockery, paintings, pictures and ornaments and the manufacture, buying, selling and dealing in all kinds of goods, wares or merchandise, manufactured articles and materials of every kind and description and for the owning and dealing in all such property, real or personal, as shall be incidental to the carrying out of the above purposes and for the doing of any and all things necessary and incident thereto.

(c) To purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same, to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, shopping centers, warehouses, mills, shops, factories, machinery and plants, and all structures and erections of any nature or description on any lands owned, held or leased by the Corporation or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real estate or interest therein.

(d) To apply for, register, obtain and to use, enjoy, develop, manufacture and sell under, grant licenses with respect thereto, of inventions, devices, designs, formulae, letters patent, patent rights, copyrights, trade names, trade marks and other distinctive words and symbols indicating origin of ownership, granted by or recognized under the Laws of the United States of America or State or any sub-division thereof or of any foreign country or sub-division thereof.

(e) To acquire by purchase, subscription or otherwise, to receive, own and hold for investment or otherwise, to mortgage, pledge, deposit, exchange, sell, assign, transfer or otherwise dispose of, and generally to deal in or with, any and all kinds of shares, stocks, voting trust certificates, trust certificates, scrip, warrants, rights, bonds, mortgages, debentures, trust receipts, notes and other choses in action, obligations and evidences of indebtedness of any corporation, joint-stock company, trust, association, partnership, syndicate, person or governmental or public agency or authority, domestic or foreign, and while the owner

or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereof, including the right to vote and to give consents.

(f) To purchase, or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of, and to re-issue or cancel, shares of the common stock of the Corporation and any other securities or obligations of the Corporation in the manner and to the extent now or hereafter permitted by the Laws of the State of Ohio.

The foregoing clauses shall be construed as objects, purposes and powers and it is expressly provided that the foregoing enumerated specific objects, purposes and powers shall not be held to limit or restrict in any manner the powers of this Corporation and are in furtherance of any in addition to and not in limitation of the general powers conferred by the Laws of the State of Ohio.

It is the intention that the objects, purposes and the powers herein enumerated, and all sub-divisions thereof shall, except as otherwise expressly provided, in no-wise be limited or restricted, by reference to or inference from the terms of any other clause or paragraph hereof, and that each of the purposes, objects and powers specified herein shall be regarded as an independent purpose, object and power.

Fourth: Capital Structure

The number of shares which the Corporation is authorized to have outstanding is Two Hundred Fifty (250), all of which shares shall be common shares without par value. Each share of common stock shall be equal to every other share of common stock, and the holders thereof shall be entitled to one vote for each share of such stock on all questions presented to the shareholders.

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Fifth: Purchase by Corporation of Its Own Shares

The Corporation may from time to time, pursuant to the authorization of its Board of Directors, and without action or approval of shareholders, purchase or otherwise acquire shares of the Corporation of any class, subject, however, to such limitations or restrictions, if any, as is contained in the express terms of any class of shares of the Corporation outstanding at the time of such purchase or acquisition.

Sixth: Amendment of Articles

Except as otherwise provided herein or required by law, these amended Articles of Incorporation, or any part thereof, may be amended by the affirmative vote of the holders of a majority of the voting power of the common stock.

Seventh: Effect of Amended Articles

These amended Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation of the Corporation.

ARTICLE IINAMES AND ADDRESSES OF DIRECTORS
OF SURVIVING CORPORATION

2.1 - The names and addresses of the Directors of the Surviving Corporation are as follows:

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<u>Name</u>	<u>Address</u>
Robert L. Hunker	183 West Main Street, Peninsula, Ohio 44264
Bess Hunker	4564 Lahm Drive, Akron, Ohio 44319
John E. Hunker	4564 Lahm Drive, Akron, Ohio 44319

ARTICLE III

STATUTORY AGENT

3.1 - The name and address of the Statutory Agent upon whom any process, notice or demand against any of the Constituent Corporations or the Surviving Corporation may be served is Robert L. Hunker, 95 West Market Street, Akron, Ohio 44308.

ARTICLE IV

TERMS AND CONDITIONS OF MERGER AND MODE OF CARRYING THE SAME INTO EFFECT

4.1 - The manner and basis of converting the shares of the Constituent Corporations into the shares of Hunker, the Surviving Corporation, shall be as follows:

- (a) Upon the date the merger becomes effective, each issued share of common stock of Hunker shall be converted into One-Half (1/2) share of the common stock of the Surviving Corporation.
- (b) Upon the date the merger becomes effective, each issued share of common stock of Realty shall be converted into One (1) share of the common stock of the Surviving Corporation.

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4.2 - After the merger becomes effective, each holder of an outstanding certificate or certificated theretofore representing common stock of Hunker and Realty shall surrender the same to Hunker, the Surviving Corporation, and such holder shall be entitled, upon such surrender, to receive therefor a certificate or certificates representing the number shares of common stock of the Surviving Corporation into which the shares of the Constituent Corporations shall have been converted as aforesaid.

ARTICLE V

CODE OF REGULATIONS

5.1 - The regulations of Hunker shall constitute the regulations of the Surviving Corporation.

ARTICLE VI

EFFECT OF MERGER

6.1 - The effect of this merger shall be as provided by Section 1701.82 of the Ohio Revised Code.

ARTICLE VII

APPROVAL BY SHAREHOLDERS

7.1 - Each of the Constituent Corporations has outstanding only one class of stock, namely, common stock. It is a condition precedent to the effectiveness of this Agreement that it be submitted for adoption to the Shareholders of the common stock of each of the Constituent Corporations at

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stockholdings called for that purpose and that it be adopted by said common shareholders of each of the Constituent Corporations by the affirmative votes of the holders of shares of the common stock of each such Constituent Corporation entitling them to exercise at least two-thirds (2/3) of the voting power of such Corporation on such proposal.

ARTICLE VIII

DISSENTING SHAREHOLDERS

8.1 - Hunker, as the Surviving Corporation, hereby agrees that it will promptly pay to dissenting shareholders of any of the Constituent Corporations the amount, if any, to which they shall be entitled under Section 1701.85 of the Revised Code of Ohio.

ARTICLE IX

EFFECTIVE DATE

9.1 - This Agreement of Merger shall become effective upon the close of business of the Constituent Corporations on March 31, 1974.

ARTICLE X

ABANDONMENT; AMENDMENT

10.1 - This Agreement may be terminated and the merger abandoned by mutual consent of the Boards of Directors of all of the Constituent Corporations without any further action or approval of the shareholders prior to the filing of the certificate of merger.

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10.3 - Any of the terms or conditions of this Agreement may be waived, amended or modified before the effective date hereof and without the further action or approval of the shareholders by an instrument in writing authorized by the Boards of Directors of the Constituent Corporations; provided, however, any such waiver, amendment or modification shall be adopted only if it will not have a material adverse effect upon the shareholders of the Constituent Corporations.

ARTICLE XI

COUNTERPARTS

11.1 - This Agreement of Merger may be executed in any number of counterparts and each counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement of Merger to be executed in their respective corporate names by their officers duly authorized thereunto and have caused their respective corporate seals to be hereunto affixed, all as of the date first above written.

ROBERT L. HUNKER ASSOCIATES,
INCORPORATED

By

Robert L. Hunker

President

ATTEST:

Bess E. Hunker
Treasurer

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R & H REALTY COMPANY

By

Robert L. Hunter

President

ATTEST:

Bess E. Hunter

Secretary

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CERTIFICATE OF MERGER

OF

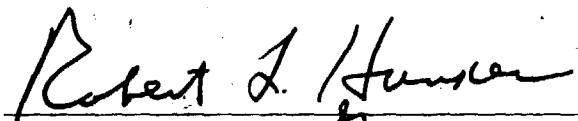
ROBERT L. HUNKER ASSOCIATES, INCORPORATED

We, Robert L. Hunker, President, and Bess E. Hunker, Treasurer, of Robert L. Hunker Associates, Incorporated, a corporation organized and existing under the Laws of the State of Ohio, being number 248852, do hereby certify that the Agreement of Merger to which this Certificate is attached, was submitted to and approved by the Board of Directors of said Corporation at a special meeting duly called and held upon the 27th day of March, 1973, at 1:30 P.M., EST, and that said Agreement of Merger was thereafter submitted to and approved and adopted by the affirmative vote of the holders of the common stock of the Corporation entitling them to exercise at least two-thirds (2/3) of the voting power of such Corporation upon such proposal at a special meeting of the Shareholders duly called and held upon the 27th day of March, 1973, at 3:00 P.M., EST.

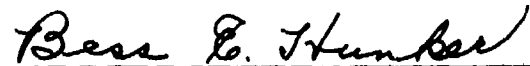
We further certify that the Agreement of Merger attached hereto is a true, exact and complete copy of the Agreement so approved and adopted by the Board of Directors and Shareholders at said meetings.

We further certify that the said meetings of the Board of Directors and of the Shareholders were duly called and held pursuant to notice of the time and purposes of said meetings as required by the Laws of the State of Ohio.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 29th day of March, 1973.



Robert L. Hunker, President of
Robert L. Hunker Associates, Incorporated



Bess E. Hunker, Treasurer of
Robert L. Hunker Associates, Incorporated

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CERTIFICATE OF MERGER

OF

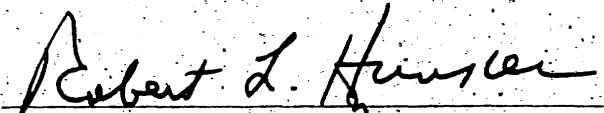
R & H REALTY COMPANY

We, Robert L. Hunker, President, and Bess E. Hunker, Secretary, of R & H Realty Company, a corporation organized and existing under the Laws of the State of Ohio, being number 225944, do hereby certify that the Agreement of Merger to which this Certificate is attached, was submitted to and approved by the Board of Directors of said Corporation at a special meeting duly called and held upon the 27th day of March, 1978, at 4:00 P.M., EST; and that said Agreement of Merger was thereafter submitted to and approved and adopted by the affirmative vote of the holders of the common stock of the Corporation entitling them to exercise at least two-thirds (2/3) of the voting power of such Corporation upon such proposal at a special meeting of the Shareholders duly called and held upon the 27th day of March, 1978, at 5:00 P.M., EST.

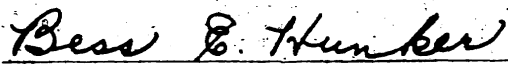
We further certify that the Agreement of Merger attached hereto is a true, exact and complete copy of the Agreement so approved and adopted by the Board of Directors and Shareholders at said meetings.

We further certify that the said meetings of the Board of Directors and of the Shareholders were duly called and held pursuant to notice of the time and purposes of said meetings as required by the Laws of the State of Ohio.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this 29th day of March, 1978.



Robert L. Hunker, President of
R & H Realty Company



Bess E. Hunker, Secretary of
R & H Realty Company