

STATE OF OHIO
DEPARTMENT OF STATETED W. BROWN
SECRETARY OF STATE

B0976-0771

RECEIPT NO. 25327

DATE 8/11/74

454312

B976-0771

NUMBER

RECEIVED OF

OR FILED BY JAMES K. HILL

THE SUM OF \$ 50.00 FOR FILING ARE

OF

THOMAS WARDELL FARM DRAINAGE, INC.

RETURN TO:

ARE \$ 50.00

JAMES K. HILL

209 E. MAIN ST.

CIRCLEVILLE, OH 43113

NAME:

THOMAS WARDELL FARM DRAINAGE, INC.

TOTAL FEE \$ 50.00



B0976-0772

DEPARTMENT OF STATE

TED W. BROWN
Secretary of State

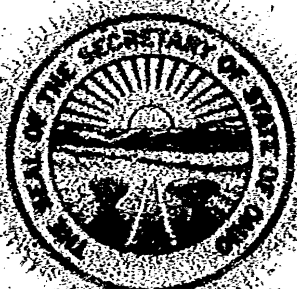
Certificate

454312

It is hereby Certified that the Secretary of State of Ohio has custody of the
Records of Incorporation and Miscellaneous Filings; that said records show
the filing and recording of ARE of
THOMAS WARDELL FARM DRAINAGE, INC.

United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll B976 at Frame 0773 of the
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 10TH day of JUNE, A. D. 19 74

TED W. BROWN
Secretary of State

B0976-0773

454312
ARTICLES OF INCORPORATION

OF

THOMAS WARDELL FARM DRAINAGE, INC.

APPROVED

By

Date

6-10-74

Amount

5000
25327

THE UNDERSIGNED, desiring to form a corporation for profit, under the General Corporation Law of Ohio, does hereby certify:

FIRST: The name of the said corporation shall be:
Thomas Wardell Farm Drainage, Inc.

SECOND: The place in the State of Ohio where its principal office is to be located is:
Ashville, Ohio. Pickaway County

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Five Hundred (500) shares, 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: No holder of shares of the corporation shall have any preemptive right to subscribe for or to purchase any shares of the corporation of any class whether such shares or such class be now or hereafter authorized.

SEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise greater than a simple majority of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent to the holders of shares entitling them to exercise a simple majority of the voting power of the corporation or of such class of shares thereof.

EIGHTH: The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such time and prices as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the directors as to the consideration for the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

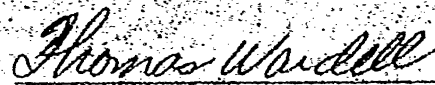
NINTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated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

B0976-0775

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 authorized in such transactions; 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.

TENTH: The amount of capital with which the corporation will begin business will not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4th day of JUNE, 1974.



Thomas Wardell
Incorporator

B0976-0776

Original Appointment of Agent

The undersigned, Thomas Wardell, majority of the incorporators of _____
(Name of Corporation)THOMAS WARDELL FARM DRAINAGE, INC. doeshereby appoint Teresa Wardell,
(Name of Agent)a natural person resident in the county in which the corporation has its principal office, incorporation
having its principal office on the county of Pickaway
(Name of Corporation)and its principal office shall be at the residence of the agent, upon whom any process, notice or
demand required or permitted by statute to be served upon the corporation may be served. YesHer complete address is Route # 1 Ashville
(Street or Avenue) (City or Village)Pickaway County, Ohio, 43103
(Zip Code)THOMAS WARDELL FARM DRAINAGE, INC.

(Name of Corporation)

Thomas Wardell
Thomas WardellAGENTS ADDRESS
MUST BE ZIP CODED

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Ashville, Ohio6-4, 1974THOMAS WARDELL FARM DRAINAGE, INC.

(Name of Corporation)

Gentlemen: I, XXXXXX XXXXX XXXXX hereby accept (X) appointment as agent of your
corporation upon whom process, tax notices or demands may be served.Teresa Wardell
Teresa Wardell (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.