

STATE OF OHIO  
DEPARTMENT OF STATE



TED W. BROWN  
SECRETARY OF STATE

**E0173-1042**  
RECEIPT NO. **107573**

DATE 7/21/76

484503  
NUMBER

E173-1042 049

RECEIVED OF  
OR FILED BY CRABBE, BROWN, JONES, POTTS ET AL

THE SUM OF \$ 50.00 FOR FILING ARF \_\_\_\_\_ OF

CARL ZIPF LOCK SHOP, INC.

RETURNED TO: 107573  
CRABBE, BROWN, JONES, POTTS ET AL  
42 E. GAY ST.  
COLUMBUS, OH 43215

ARF \$ 50.00

TOTAL FEE \$ 50.00

NAME:  
CARL ZIPF LOCK SHOP, INC.



E0173-1043 107573



TED W. BROWN  
Secretary of State

## Certificate

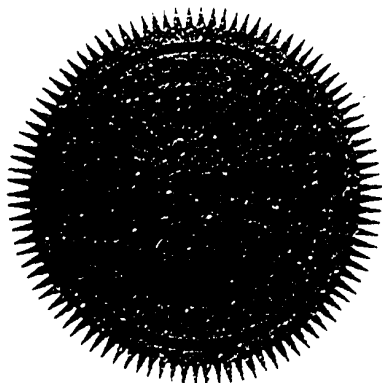
484503

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: ARF of  
CARL ZIPF LOCK SHOP, INC.

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

Recorded on Roll E173 at Frame 1044 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 20TH day of JULY, A. D. 19 76



TED W. BROWN  
Secretary of State

E0173-1044

APPROVED

By H. D. - WmDate 7-20-76Amount 50.00

107573

ARTICLES OF INCORPORATIONOFCARL ZIPF LOCK SHOP, INC.

The undersigned, a citizen of the United States, desiring to form a corporation for profit under the General Corporation Act of Ohio, does hereby certify:

FIRST: The name of said corporation shall be  
CARL ZIPF LOCK SHOP, INC.

SECOND: The place in Ohio where its principal office  
is to be located is the City of Columbus,  
Franklin County.

THIRD: The purposes for which the corporation is  
formed are to engage in the business of  
manufacturing, repairing and selling,  
at retail, locks and all incidents thereto  
and to engage in any lawful act or activity  
for which corporations may be formed under  
§1701.01 to 1701.98, inclusive, of the  
Revised Code of Ohio.

The corporation reserves the right at any  
time and from time to time substantially to  
change its purposes in the manner now or  
hereafter permitted by statute. Any change  
of the purposes of the corporation which is  
authorized by the holders of shares entitling  
them to exercise the proportion of the voting  
power of the corporation now or hereafter required  
by statute shall be binding and conclusive  
upon every shareholder of the corporation  
as fully as if such shareholder had voted  
therefore. No shareholder, notwithstanding  
that he may have voted against such change  
of purposes or may have objected thereto  
in writing, shall be entitled to payment of  
the fair cash value of his shares.

FOURTH: The maximum number of shares which the  
corporation is authorized to have outstanding  
is 500 shares, all of which shall be without  
par value.

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- FIFTH: The amount of stated capital with which the corporation will begin business is \$500.00.
- SIXTH: The Board of Directors is hereby authorized to fix and 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 supply surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of \$1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereafter 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, script, 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: A director or officer of the company shall not be disqualified by his office from dealing or contracting with the company as a vendor, purchaser, employee, agent or otherwise. No transaction or contract or act of the company shall 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 any director or officer is a member or any corporation of which any director or officer of the company is a shareholder, director or trustee, or any trust of which any director or officer of the company is a trustee or beneficiary, is in any way interested in such transaction or contract or act of the company 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 such corporation or such trust is so interested shall have been disclosed or shall have been known to the

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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 company 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 company 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.

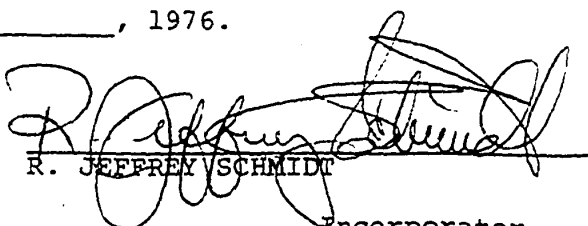
EIGHTH: Except as otherwise provided, herein, every person, who is or has been a director or officer of the company and his heirs and legal representatives is hereby indemnified by the company against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit or proceeding to which he may be a party defendant or (2) any claim of liability asserted against him, by reason of his being or having been a director or officer of the company. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the company itself. The company shall not, however, indemnify any director or officer in respect to

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any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor in the case of a settlement, unless such settlement shall be found to be in the interest of the company by (1) the court having jurisdiction of the action, suit or proceeding against such director or officer or of a suit involving his right to indemnification, or (2) a majority of the directors of the company then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least two directors of the company then in office, other than those involved in such matter, by a majority of a committee (selected by the Board of Directors) of five or more shareholders of the company who are not directors or officers, provided that such indemnity in the case of a settlement shall not be allowed by such directors or committee of shareholders unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer or employee of the Company, and is not a partner or professional associate of a director, officer or employee of the company) that such settlement is reasonable in amount and in the interest of the Company. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law. Each person (including a director or officer of the company who, at the request of the company, acts as a director or officer of any other corporation in which the company owns shares or of which it is a creditor, may, by action of the Board of Directors, be indemnified by the Company to the same extent that directors and officers of the Company are indemnified by this Article Eighth.

IN WITNESS WHEREOF, I have hereunto set my hand this

12<sup>TH</sup> day of July, 1976.

  
R. JEFFREY SCHMIDT

Incorporator

E0173-1048

CONSENT FOR USE  
OF SIMILAR NAME

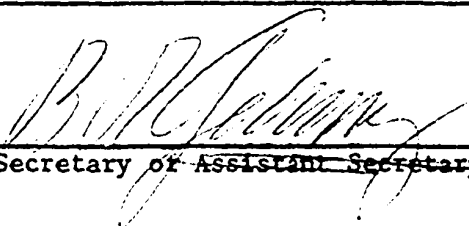
On the 9th day of July, 19 76  
the Board of Directors of Zipf Lock Co.  
(Name of Corporation)

passed the following resolution:

Resolved that Zipf Lock Co.  
(Name of Corporation)

gives its consent to Carl Zipf Lock Shop, Inc.  
(Name of New Company of Persons)

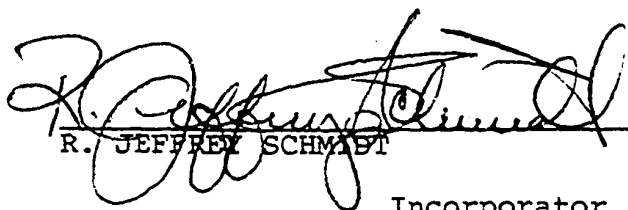
to the use of the name Carl Zipf Lock Shop, Inc.  
(Name of New Company)

Signed   
(Secretary or Assistant Secretary)

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ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of  
CARL ZIPF LOCK SHOP, INC., hereby appoints Carl H. Zipf, III,  
a natural person resident, in the County in which notice  
or demand required or permitted by statute to be served upon  
the corporation, may be served. His complete address is  
174 East Fifth Avenue, Columbus, Ohio, 43201, Franklin County.

  
R. JEFFREY SCHMITT  
Incorporator

Dated: July 12, 1976