

STATE OF OHIO
DEPARTMENT OF STATE



TED W. BROWN
SECRETARY OF STATE

DATE 3/17/78

512926
NUMBER

RECEIPT NO. 72449

E394-0107 086

E0394-0107

RECEIVED OF
OR FILED BY DAGGER, JOHNSTON & OGILVIE

THE SUM OF \$ 50.00 FOR FILING ARF OF

SHADY MAPLE FARMS, INC.

ARF \$ 50.00

RETURNED TO:
DAGGER, JOHNSTON & OGILVIE
140 E. MAIN ST.
LANCASTER, OH 43130

72449

TOTAL FEE \$ 50.00

NAME:
SHADY MAPLE FARMS, INC.

W-3
RDS



E0394-0108



TED W. BROWN
Secretary of State

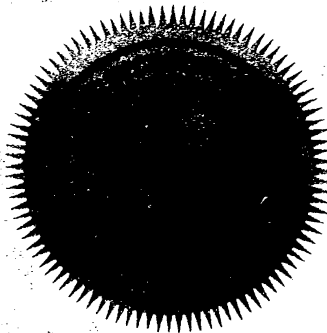
Certificate

512926

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
SHADY MAPLE FARMS, INC.

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

Recorded on Roll E394 at Frame 0109 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 16TH day of MARCH, A. D. 19 78

A handwritten signature in cursive script, reading "Ted W. Brown".

TED W. BROWN
Secretary of State

E-394-0109

Articles of Incorporation

— OF —

APPROVED
FOR FILING
BY LSH
Date 3/16/78
Amount 50.00

SHADY MAPLE FARMS, 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 SHADY MAPLE FARMS, INC.

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

PleasantFairfield

County.

(City, Village or Township)

THIRD. The purposes for which it is formed are:

1. To purchase, own, improve, equip, operate, and manage farms and engage in any agricultural pursuit or undertaking.
2. To engage in lawful act or activity for which a corporation may be formed under Section 1701.01 to 1701.98, inclusive, of the Revised Code of the State of Ohio.
3. This Corporation may enter into an agreement or agreements with its shareholders limiting the right to buy, sell, transfer and assign shares of the capital stock of this Corporation to the method provided in such agreement. Such agreement shall be in the form and contain the terms and conditions established or approved by the Board of Directors. Upon the execution of any said agreement, the Board of Directors shall thereupon cause all shares of this Corporation, whether issued and outstanding, or thereafter issued, to bear upon them language which will read, in part as follows:

"The shares represented by this certificate are subject to an agreement by and between Shady Maple Farms, Inc. and the then owners of the outstanding shares of said Corporation. This agreement provides certain restrictions on the transfer of this certificate and the executor, administrator or personal representative of a deceased stockholder is required to sell the shares of the Corporation represented by this Certificate in accordance with the provisions of said agreement. The aforesaid obligations and the full terms thereof are contained in a written agreement, a copy of which is on file at the office of the Corporation and a copy of which will be provided upon written request."

Such agreement or agreements shall be binding upon any and all shareholders of the Corporation.

4. Any former, present or future director, officer, or employee of the Corporation and any former, present or future director, officer or employee of any other company serving as such at the request of the Corporation because of the Corporation's interest in such other company, or the legal representative of such director, officer, or employee, shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid to the Corporation in settlement)

EC394-0110

and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director, officer or employee or his legal representative may be made a party by reason of his being or having been such director, officer or employee; provided,

(1) said action, suit or proceeding shall be prosecuted against such director, officer or employee or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been negligent or guilty of misconduct in the performance of his duties as such director,

(2) said action, suit or proceeding shall be settled or otherwise terminated against such director, officer or employee or his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors (or, at the option of the Board of Directors, by a disinterested person or persons selected by the Board of Directors for that purpose) that said director, officer or employee had not in any substantial way been negligent or guilty of misconduct in the performance of his duties as charged in such action, suit or proceeding. For the purposes of the preceding sentence:

(a) "action, suit, or proceeding" shall include every action, suit or proceeding, civil, criminal or other, and "costs" and "expenses" shall include every cost and expense (including but not limited to amounts paid other than to the Corporation or any other such company, in satisfaction of judgments or as fines or penalties);

(b) the right of indemnification conferred thereby shall be extended to any threatened action, suit or proceeding and the failure to institute it shall be deemed its final determination;

(c) neither a finding of negligence or misconduct to persons other than the Corporation or any such other company nor a judgment of conviction (whether pursuant to a plea of nolo contendere or its equivalent, or otherwise) in any criminal action, suit or proceeding, shall constitute a determination of negligence or misconduct in the performance of duty if it is determined by the Board of Directors (or, at the option of the Board of Directors, by a disinterested person or persons selected by the Board of Directors for that purpose) that the person acted in good faith for a purpose reasonably believed to be in the best interests of the Corporation and (in the case of a criminal action, suit or proceeding) that he had no reasonable cause to believe that his conduct was unlawful; and

(d) advanced may be made by the Corporation against costs, expenses and fees, as and upon the terms, determined by the Board of Directors.

The right of indemnification contained herein shall be in addition to and not in restriction or limitation of any other right to which any director, officer or employee may be entitled by law, agreement, vote of shareholders, or otherwise.

EO394-0111

FOURTH. The number of shares which the corporation is authorized to have outstanding is five hundred (500), all of which shall be common stock and without par value. All shares shall be voting shares.

FIFTH. The amount of stated capital with which the corporation shall begin business is

Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 4th day of March, 1978.

SHADY MAPLE FARMS, INC.

(Name of Corporation)

X *Francis Bope*
Francis Bope

X *Barrett R. Myers*
Barrett R. Myers

X *James P. Bope*
James P. Bope

(INCORPORATORS' NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

N. B. Articles will be returned unless accompanied by form designating statutory agent. See Section 1701.07, Revised Code of Ohio.

EC394-0112

Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of _____
(Name of Corporation)

SHADY MAPLE FARMS, INC.

hereby appoint Francis Bope _____
(Name of Agent)
a natural person resident in the county in which the corporation has its principal office, ~~a corporation~~
~~having a business address in the county in which~~ _____
(Name of Corporation)

~~has its principal office (strike out phrase not applicable)~~, upon whom ~~(which)~~ any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His (Its)

complete address is 4797 Logan-Thornville Road NE, Rushville _____
(Street or Avenue) (City or Village)
Fairfield _____
County, Ohio, 43150 _____
(Zip Code)

SHADY MAPLE FARMS, INC.

(Name of Corporation)

AGENTS ADDRESS
MUST BE ZIP CODED

Francis Bope
Francis Bope

Darrell R. Myers
Darrell R. Myers

James P. Bope
James P. Bope

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Lancaster, Ohio

March 4, 1978

SHADY MAPLE FARMS, INC.

(Name of Corporation)

Gentlemen: I, ~~XXXXXX XXXX XXXX XXXX~~ hereby accept ~~(3)~~ appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Francis Bope
Francis Bope (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.

C-420

ROY NICHOLS
Corporations

LUCILLE D. PURDY
Uniform Commercial Code

OHIO
SECRETARY OF STATE



TED W. BROWN
SECRETARY OF STATE
COLUMBUS, OHIO 43216

JAMES R. MARSH
Asst. Secretary of State

LEE E. WURSTER
Elections Council

60334-0113

March 13, 1978

DAGGER, JOHNSTON & OGILVIE
Attorneys at Law
140 East Main Street
Lancaster, Ohio 43130

Articles of Incorporation
Re: SHADY MAPLE FARMS, INC.

CORRESPONDENCE

Gentlemen:

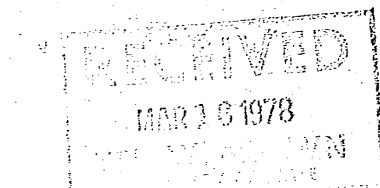
The enclosed papers are being returned unfiled because:

Please indicate the city, village or township for the corporation's principal location.

We have put in the Township

If you have any questions concerning this matter, please feel free to contact us.

Very truly yours,



JRM /bs

By Ken Downey
JAMES R. MARSH
Assistant Secretary of State

enc. Ck. No. 2117
\$50.00