DOC ID ----> E503_0826

STATE OF OHIO
DEPARTMENT OF STATE

TED W. BROWN
SECRETARY OF STATE

E503-0826
RECEIPT NO. 24563

DATE 11/02/78

503797
NUMBER

E503-0826 129

RECEIVED OF
OR FILED BY ERRETT L. CARPENTER

THE SUM OF $ 50.00 FOR FILING MER CHN OF

HOSSLER CONSTRUCTION CO. FORMERLY HOSSLER BROS. CONSTRUCTION, INC.

MER $ 50.00

RETURNED TO:
ERRETT L. CARPENTER
5454 CLEVELAND AVE.
COLUMBUS, OH 43229

24563

TOTAL FEE $ 50.00

NAME:
HOSSLER CONSTRUCTION CO. FORMERLY HOSSLER BROS. CONSTRUCTION, INC.

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THE STATE OF OHIO

DEPARTMENT OF STATE

E0503-0827

TED W. BROWN
Secretary of State

Certificate

503797

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: MER CHN OF HOSSLER CONSTRUCTION CO. FORMERLY HOSSLER BROS. CONSTRUCTION, INC.

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

Recorded on Roll E503 at Frame 0828 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 1ST day of NOVEMBER, A. D. 19 78

Ted W. Brown

TED W. BROWN
Secretary of State

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503797

E0503-0828

APPROVED
By RN
Date 11-1-78
Amount 50

CERTIFICATE OF MERGER

Arthur L. Hossler, Jr., President and Marion J. Hossler, Secretary, of Hossler Bros. Construction, Inc., an Ohio corporation, do hereby certify that pursuant to Section 1701.54 of the Ohio Revised Code, by written consent of all of the shareholders of Hossler Bros. Construction, Inc., adopted, in accordance with the Articles and Code of Regulations of Hossler Bros. Construction, Inc., the Agreement of Merger, attached hereto as Exhibit "A"; and that Harold K. Hossler, President and Marion J. Hossler, Secretary, of Hossler Holding Co., Inc., an Ohio Corporation, do hereby certify that pursuant to Section 1701.54 of the Ohio Revised Code, by written consent of all of the shareholders of Hossler Holding Co., Inc., the Agreement of Merger attached hereto as Exhibit "A" was adopted and approved.

The undersigned, as duly authorized officers, do hereby affix their signatures at Tiffin, Ohio, on the 30th day of October, 1978.

HOSSLER BROS. CONSTRUCTION, INC.

By Arthur L. Hossler
Its President

And
Its Secretary

HOSSLER HOLDING CO., INC.

By Harold K. Hossler
Its President

And
Its Secretary

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EXHIBIT A

AGREEMENT OF MERGER E0503-0829

Agreement of Merger, dated October 30, 1978, between Hossler Bros. Construction, Inc., (hereinafter referred to as "Hossler Bros." or "the surviving corporation") and Hossler Holding Co., Inc. (hereinafter referred to as "Holding Co.").

WHEREAS, Hossler Bros. is a corporation organized and existing under and by virute of the laws of the State of Ohio and having authorized capitalization as follows:

Five Hundred (500) shares of no par common stock authorized of which Three Hundred (300) shares are issued and outstanding; and

WHEREAS, Holding Co. is a corporation organized and existing under and by virtue of the laws of the State of Ohio and having an authorized capitalization as follows:

Five Hundred (500) shares of no par common stock authorized of which Four Hundred Fifty (450) are issued and outstanding; and

WHEREAS, the Board of Directors of Hossler Bros. and Holding Co. deem it desirable and in the best interests of the corporations and their shareholders that Holding Co. be merged into Hossler Bros.

NOW, THEREFORE, in consideration of the mutual promises and covenants and subject to the conditions herein set forth, the constituent corporations agree as follows:

1. The constituent corporations shall be merged into a single corporation by Holding Co. merging into and with Hossler Bros., the surviving corporation. Upon such merger the separate

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corporate existence of Holding Co. shall cease and Hossler Bros. shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Hossler Bros. shall become subject to all the liabilities of the constituent corporations in the same manner as if Hossler Bros. had itself incurred said liabilities.

2. The name of the surviving corporation shall be Hossler Construction Co.

3. The Articles of Incorporation of the surviving corporation shall be as appears in the Articles of Incorporation of Hossler Bros. and shall be amended on the effective date of the merger to read as herein set forth in full:

FIRST: The name of said corporation shall be Hossler Construction Co.

SECOND: The place in Ohio where its principal office is to be located is 500 Sycamore Street, Tiffin, Seneca County.

THIRD: The purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 through Section 1701.98, both inclusive, of the Revised Code of Ohio.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Five Hundred (500) shares of no par value, voting common stock.

FIFTH: The amount of stated capital with which the corporation will begin business is $500.00.

4. The regulations of the surviving corporation shall remain the same as appears in the regulations of Hossler Bros. until otherwise altered, amended, repealed, or until new regulations are adopted as provided therein.

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5. The names and addresses of the persons who shall constitute the Board of Directors of the surviving corporation, and who shall hold office until the next annual meeting of the shareholders of Hossler Bros. are as follows:

Arthur L. Hossler, Jr.
500 Sycamore Street
Tiffin, Ohio 44883

Harold K. Hossler
500 Sycamore Street
Tiffin, Ohio 44883

Marion J. Hossler
1822 South Seneca County Rd. 19
Tiffin, Ohio 44830

6. The method of converting the share of the constituent corporations into shares of the surviving corporation shall be as follows:

(a) Each share of common stock of Hossler Bros. issued and outstanding on the effective date of the merger shall continue to be one share of common stock of the surviving corporation, and

(b) Each Fifty (50) shares of common stock of Holding Co. issued and outstanding on the effective date of the merger shall be changed and converted into Ten (10) shares of common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(c) No shares of the surviving corporation shall be issued or issuable with respect to authorized but unissued shares of Holding Co.

(d) After the effective date of the merger, holders of certificates for shares of common stock in Holding Co. shall surrender them to the surviving corporation, or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of said share certificate, the surviving corporation shall issue in exchange therefore a certificate of shares of common stock in surviving corporation representing the number of shares of such stock to which such holder shall be entitled as hereinabove set forth.

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7. Marion J. Hossler, 1822 South Seneca Co. Rd. 19, Tiffin, Ohio 44830 is the agent upon whom any process, notice, or demand against a constituent corporation or the surviving corporation may be served.

8. Neither Holding Co. nor Hossler Bros., the surviving corporation, shall, prior to the effective date of their merger, engage in any activity or transactions other than in the ordinary course of business, except as contemplated by this agreement.

9. This merger agreement shall be submitted to the shareholders of the constituent corporations for their approval in the manner provided by the applicable laws of the State of Ohio, at a meeting on or before October 30, 1978, or at such other time as the Boards of Directors of the constituent corporations shall agree.

10. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under any contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

This agreement of merger may be executed in any number of

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counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this agreement of merger to be executed by their respective officers and Directors on this ____ day of October, 1978.

HOSSLER BROS. CONSTRUCTION, INC.

Arthur L. Hossler, Pres-Director

Director & Sec

Director & Treasurer

HOSSLER HOLDING CO., INC.

Arthur L. Hossler, Director

Director & Sec

Harold K. Hossler
President & Director