DOC ID ----> F079_0050

State of Ohio
Department of State

Anthony J. Celebrezze, Jr.
Secretary of State

Date 6/01/82 Number 595081 Receipt No. 168322

F079-0050 008

F0079-0050

Received of or filed by CARNEY AND BROADBENT

The sum of $ 75.00 for filing ARF of

CLEVELAND CODONICS, INC.

Returned to:
CARNEY AND BROADBENT
ATT:M.P.GEIGER
1801 E. NINTH ST.
CLEVELAND, OH 44114

168322

RECEIPT

Name:
CLEVELAND CODONICS, INC.

ARF $ 75.00

Total Fee: $ 75.00

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Department of State

# The State of Ohio

**Anthony J. Celebrezze, Jr.**
Secretary of State

F179-51

595081

# Certificate

**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:

CLEVELAND CODONICS, INC.

**United States of America**
**State of Ohio**
**Office of the Secretary of State**

Recorded on Roll F079 at Frame 0052 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** 26TH **day of** MAY, **A.D. 19** 82.

**Anthony J. Celebrezze, Jr.**
Secretary of State

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F0079-0052

ARTICLES OF INCORPORATION

OF

CLEVELAND CODONICS, INC.

APPROVED
DL DG
5/26/82
75.00

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Cleveland Codonics, Inc.

SECOND. The place in the state of Ohio where its principal office is to be located is North Ridgeville in Lorain County.

THIRD. The purpose or purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

To buy, sell, exchange and generally deal in real properties improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same, to make and obtain loans upon real estate improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy or sell mortgages, trust deeds, contracts and evidences of indebtedness and to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to the amount; to purchase or acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

To deal in any way with franchises of any kind.

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To borrow money for any purpose of this corporation and to issue bonds, debentures, debenture stock, notes and other obligations thereof, and to secure the same by pledge or mortgage of the whole or any part of the property of the corporation, either real or personal, or to issue bonds, debentures, debenture stock, notes, or other obligations without any authority.

To carry on any other business which the corporation may deem convenient or which may render profitable any of said corporation's property or rights.

To acquire the goodwill, rights and property and to enter and take the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any other manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To purchase, hold, sell, transfer, redeem and reissue shares of its own capital stock of any class, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine provided any such transaction having to do with its own capital stock, bonds and other obligations shall be allowed by and not prohibited by the laws of the State of Ohio.

To do any and all things herein set forth and in addition such other acts and things as are necessary, lawful and convenient to the attainment of the purposes of this corporation or any one of them, to the same extent as natural persons lawfully might or could do, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Laws of the State of Ohio.

The foregoing clauses in this Third Article shall be construed both as object and powers, and it is expressly provided that the foregoing enumerated specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and or in furtherances of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Ohio.

FOURTH. The maximum number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750), which shall be classified as follows: All of which shall be without Par Value, and all of which shall be voting shares.

FIFTH. The amount of capital with which the corporation will begin business is Five Hundred Dollars ($500.00).

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SIXTH. 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 transation, contract or action 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 any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; 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 in which he is a shareholder, officer or director, is interested in such transaction, contract or act and any such director or officer, if such officer or 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 shareholder, officer or director were not interested in such transaction, contract or act.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 24 day of May, 1982.

Peter O. Botten

Peter O. Botten, Incorporator

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# Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of Cleveland Codonics, Inc.
(Name of Corporation)

_____, hereby appoint Peter O. Botten
(Name of Agent)
to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 32773 Brookstone Lane
(Street)

North Ridgeville, Lorain County, Ohio 44039.
(City or Village) (Zip Code)

Date: May 24, 1982

Peter O. Botten
(Incorporator)

Peter O. Botten
(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

## Instructions

1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).

Form C-AGO April, 1980
Prescribed by Secretary of State Anthony J. Celebrezze, Jr.

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F0079-0056

*Law Offices of*
*Carney and Broadbent*
*1710 Ohio Savings Plaza*
*1801 East Ninth Street*
*Cleveland, Ohio 44114*
*216/522-0800*

*John J. Carney*
*James M. Carney*
*Howard W. Broadbent*
*Robert C. Reed*
*R. Chad Brenner*
*Paul J. Slane*

*Of Counsel:*
*Warren P. Geiger*

May 24, 1982

CORRESPONDENCE

Secretary of State
Corporate Division
30 East Broad Street
14th Floor
Columbus, Ohio 43215

Gentlemen:

Enclosed please find original Articles of Incorporation for Cleveland Codonics, Inc., together with Original Appointment of Statutory Agent and a check in the amount of $75 to cover your filing fee. Would you please return these documents as soon as they have been appropriately processed by your office.

Very truly yours,

Warren P. Geiger

WPG:ws

Enclosures

RECEIVED
MAY 26 1982
ANTHONY J. CELEBREZZE, JR.
SECRETARY OF STATE