DOC ID ----> F244_0897

**State of Ohio**
**Department of State**

**Sherrod Brown**
Secretary of State

**Date** 4/28/83 **Number** 612355 **Receipt No.** 54595

F244-0897 175

F0244-0897

**Received of or filed by** BLAKE,FAULKNER,GARMHAUSEN ET AL

**The sum of $** 75.00 **for filing** ARF **of**

COTTERMAN & CO.

**Returned to:** 54595

BLAKE,FAULKNER,GARMHAUSEN ET AL
ATT:J.M.GARMHAUSEN
126 N. MAIN AVE.
SIDNEY, OH 45365

RECEIPT

ARF $ 75.00

**Name:**
COTTERMAN & CO.

**Total Fee: $** 75.00

DOC ID ----> F244_0897

**Department of State**

# The State of Ohio

F0244-0899

**Sherrod Brown**
Secretary of State

612355

## 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:

COTTERMAN & CO.

Recorded on Roll F244 at Frame 0899 of the Records of Incorporation and Miscellaneous Filings.

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

**Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this** 25TH **day of** APRIL**,**

**A.D. 19**83**.**

Sherrod Brown

**Sherrod Brown**
Secretary of State

DOC ID ----> F244_0897

F0244-0899

KV-1 APR 27
KE-4 APR 27

K16
4-25-83
75.00

ARTICLES OF INCORPORATION

OF

COTTERMAN & CO.

The undersigned, a majority of whom are citizens of the United States desiring to form a corporation, for profit, under Title 17 of the Ohio Revised Code, do hereby certify:

FIRST: The name of the corporation shall be Cotterman & Co.

SECOND: The place in the State of Ohio where its principal office is to be located is Minster, Auglaize County, Ohio 45865.

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 Section 1701.01 to 1701.98, inclusive of the Ohio Revised Code.

FOURTH: The corporation reserves the right, at any time, and from time to time, to substantially change its purposes, in the manner now or hereafter permitted by statute. Any change in the purpose of this corporation, authorized or approved by the holders of the shares entitling them to exercise the proportion of voting powers of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if the shareholder had voted therefore; and no

LAW OFFICES
BLAKE, FAULKNER,
GARMHAUSEN, KEISTER,
SHENK & CO., L.P.A.
126 N. MAIN AVENUE
SIDNEY, OHIO 45365

shareholder notwithstanding that he may have voted against such a change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

FIFTH: The maximum number of shares which the corporation is authorized to have outstanding is 750 shares without par value.

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

SEVENTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such prices and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

EIGHTH: Any meeting of the shareholders may be held either within or without the State of Ohio.

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 any 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, provided the fact that such director, officer, firm or

LAW OFFICES
BLAKE, FAULKNER,
GARMHAUSEN, KEISTER,
SHENK & CO., L.P.A.
126 N. MAIN AVENUE
SIDNEY, OHIO 45365

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; 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 interested in such transaction, 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 nct interested in such transaction, contract or act.

TENTH: The corporation agrees to indemnify and save harmless any officers and directors of the corporation from any liability which said officers and directors may be subject to by reason of any act of said officer and director, acting in their corporate capacity in the furtherance of the corporation business and the corporation shall pay, in

LAW OFFICES
BLAKE, FAULKNER,
GARMHAUSEN, KEISTER,
SHENK & CO., L.P.A.
126 N. MAIN AVENUE
SIDNEY, OHIO 45365

DOC ID ----> F244_0897

F0244-0902

addition, any and all attorney fees and expenses who defend such officers and directors in any law suit or claim instituted against said officers or directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 22d day of April, 1983.

John M. Garmhausen

SOLE INCORPORATOR

LAW OFFICES
BLAKE, FAULKNER, GARMHAUSEN, KEISTER, SHENK & CO., L.P.A.
126 N. MAIN AVENUE
SIDNEY, OHIO 45365

DOC ID ----> F244_0897

FC244-0903

# ORIGINAL APPOINTMENT OF AGENT

We, the undersigned, being at least a majority of the incorporators of Cotterman & Co., hereby appoint John M. Garmhausen, a natural person resident in the State of Ohio, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 126 N. Main Avenue, Sidney, Ohio 45365.

COTTERMAN & CO.

John M. Garmhausen

John M. Garmhausen

SOLE INCORPORATOR

LAW OFFICES
BLAKE, FAULKNER,
GARMHAUSEN, KEISTER,
SHENK & CO., L.P.A.
126 N. MAIN AVENUE
SIDNEY, OHIO 45365

DOC ID ----> F244_0897

F0244-0904

*Blake, Faulkner, Garmhausen, Keister & Shenk*
*A Legal Professional Association*
126 NORTH MAIN AVENUE
*Sidney, Ohio 45365*
(513) 492-1271

RODNEY R. BLAKE, JR.
HARRY N. FAULKNER
JOHN M. GARMHAUSEN
RALPH F. KEISTER
JAMES R. SHENK
OF COUNSEL:
RODNEY R. BLAKE

MINSTER, OHIO
(419) 628-3677

April 22, 1983

CORRESPONDENCE

Secretary of State of Ohio
Corporation Division
30 East Broad Street
Columbus, Ohio 43215

Re: Cotterman & Co.

Gentlemen:

Enclosed please find Articles of Incorporation and Original Appointment of Statutory Agent for filing in connection with the incorporation of Cotterman & Co. Also enclosed is our check in the amount of $75.00 payable to the Secretary of State for the filing fee.

If the enclosed documents are in order, please take such steps as necessary to file them and return the originals together with your certificate and receipt in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

John M. Garmhausen

JMG:jlg
Enclosures

cc: Cotterman & Co.