

State of Ohio
Department of State

Sherrill Brown
Secretary of State

Date 7/19/24

Number 6777452

Receipt No

6788-1658

60488-1658

Received of

The sum of \$

R. M. SCHULTE & ASSOCIATES, INC.

ARE \$ 75.00

Returned to:

THOMPSON, SVOPE, BURNS & BISHOP
ATT: J.C. THOMPSON
6810 E. MAIN ST.
REYNOLDSBURG, OH 43068

RECEIPT

Name:

R. M. SCHULTE & ASSOCIATES, INC.

Total Fee: \$ 75.00



Department of State

F0488-1659

The State of Ohio

Sherrod Brown
Secretary of State

637745

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

R. M. SCHULTE & ASSOCIATES, INC.

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

Recorded on Roll F 488 at Frame 1660 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 13TH day of JULY,
A.D. 1984.



Sherrod Brown
Sherrod Brown
Secretary of State

F0488-1660

**ARTICLES OF INCORPORATION
OF
R. M. SCHULTE & ASSOCIATES, INC.**

APPROVEDBy DLDate 7-13-84Amount 7.00

I, a citizen of the United States, desire to form a corporation for profit under the Ohio General Corporation law.

I certify as follows:

FIRST: The name of the corporation is R. M. SCHULTE & ASSOCIATES, INC.

SECOND: The location of its principal office is the City of Lima, Allen County, Ohio.

THIRD: The purposes for which it is formed are:

- (a) To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 to 1701.98, inclusive, of the Revised Code;
- (b) To engage in the business of personnel placement;
- (c) To acquire, purchase, own, hold, vote, guarantee, sell, pledge or otherwise dispose of and otherwise use and deal in or with notes, shares of stocks, bonds, mortgages and other securities and obligations of domestic or foreign corporations, associations, partnerships or individuals and the direct or indirect obligations of the United States or of any state, territory or dependency thereof or of any foreign government or of any governmental subdivision or instrumentality;
- (d) To acquire any part or all of the business, including good will, of any person, firm, association or corporation, whether or not the business is similar to that in which the corporation is then engaged, and to conduct in the State of Ohio or elsewhere any business acquired, provided such business is not prohibited by the laws of the State of Ohio;
- (e) To apply for, purchase or otherwise acquire, hold, sell, use or in any manner dispose of, lease, assign, mortgage, grant licenses or other rights therein, and in any manner deal with letters patent, patent rights, licenses, inventions, improvements, processes, copyrights, trade marks and trade names;
- (f) To adopt, apply for, purchase, register, lease or in any manner acquire and to maintain, protect, hold, own, use, operate, exercise, develop and introduce, sell, lease, assign, pledge or in any manner dispose of and to grant or take licenses and deal with any and all rights, inventions, improvements, letter patent, patents, patent rights, secret processes, scientific discoveries, patented processes, designs and similar rights, copy rights, trade marks, trade names, and similar rights whether granted by, registered, established, recognized or otherwise existing under the laws of the United States or other countries, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

F0488-1661

- (g) To enter into, make and perform contracts, and partnerships or syndicate agreements of every sort and description with any person, firm, association, corporation, municipality, body politic, county, state, territory or government, or colony or dependency thereof;
- (h) To borrow or raise moneys from time to time for any of the purposes of the corporation without limit as to amount, whether or not secured and to take such action and to issue such security as may be necessary and advisable in connection therewith;
- (i) To acquire, sell, mortgage, pledge or lease real estate;
- (j) To purchase, acquire, hold, assume, pledge or otherwise dispose of, stocks, bonds, or other evidences of indebtedness and securities of any corporation, association, partnership or firm, domestic or foreign, or of any individual, or of any domestic or foreign government or authority or political or administrative subdivision thereof, and certificate or receipts, of any kind representing or evidencing any interest in any such stocks, bonds, evidences of indebtedness or securities; to issue in exchange therefor its stocks, bonds, other evidences of indebtedness and securities; and while the owner or holder of any thereof, to exercise all the rights, powers and privileges of ownership in respect thereof;
- (k) To aid, in any manner whatsoever, any corporation, partnership, association or individual in whose business the corporation may be in any way interested;
- (l) The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, unless otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of Ohio or of any other state or country in which this corporation shall be qualified to do business shall not invalidate any other purpose, power or object not so prohibited by reason of its contiguity or apparent association therewith.

The Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges conferred by the laws of the State of Ohio upon corporations formed under the General Corporation Laws of said State, as in force from time to time, so far as not in conflict herewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said laws, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of any of the powers, rights or privileges granted or conferred by said laws now or hereafter in force; provided, however, that the Corporation shall not in any jurisdiction carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise, except to the extent permitted or authorized by the laws thereof.

F0488-1662

Each purpose specified in any clause or paragraph of this Article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The Corporation reserves the right substantially to change its purposes. If a change of purposes is authorized by the vote now or hereafter required by statute, dissenting shareholders shall not have appraisal or payment rights.

FOURTH: The authorized number of shares of the Corporation is Five Hundred (500) Common Shares without par value.

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

SIXTH: The Corporation may, when authorized by the Board of Directors, and without any action of the shareholders, to the extent allowed by law, purchase, hold, sell, and reissue any of its shares in such manner and upon such terms and conditions as may be prescribed by the Board of Directors.

SEVENTH: The Board of Directors is authorized in its discretion to fix, determine and vary the amount of profits or surplus of the Corporation to be reserved as working capital, or for any purpose, and to determine what amount of the funds of the Corporation, if any, may be expediently used in its business or declared in dividends to shareholders.

EIGHTH: A director or an officer of this Corporation shall not be disqualified from dealing or contracting with the Corporation as vendor, purchaser, employee, agent, or otherwise; nor shall any transaction or contract, or act of this Corporation be void or voidable or in any way affected or invalidated because any director or any firm of which any director is a shareholder, director, or officer is in any way interested in such transaction, contract or act. The fact that such director or officer or such firm or such Corporation is so interested shall, however, be disclosed or shall be known to the Board of Directors or such members of the board as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken. No director or officer shall be accountable or responsible to the Corporation for or in respect to any such transaction or contract or act. Any such 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 to any such contract or transaction or act and may vote thereat to authorize, ratify, or approve any 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 officer, were not interested in such transaction or contract or act.

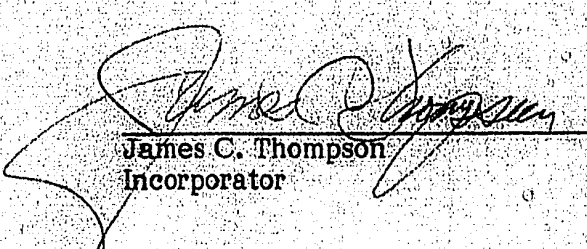
NINTH: Every person who is or has been a director or officer of the Corporation shall be indemnified by it against expenses and liabilities reasonably incurred by him in connection with either (1) any action, suit or proceeding to which he may be a party-defendant, or (2) any claim of liability asserted against him by reason of his having been a director or officer of the Corporation. Without limitation, the term "expense" shall include attorney's fees and 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 Corporation itself. The Corporation shall not, however, indemnify any director or officer in respect to matters 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

F0488-1663

a settlement unless such settlement shall be found to have been in the interest of the Corporation, (1) by 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) by a majority of the directors of the Corporation then in office other than those involved (whether or not such majority constitutes a quorum), or if there are not at least two directors of the Corporation then in office other than those involved, by majority of a committee (selected by the Board of Directors of five or more shareholders of the Corporation who are not directors or officers); provided that such indemnity in case of a settlement shall not be allowed by such directors or committee of shareholders unless they obtain a written opinion of independent legal counsel that such settlement was reasonable in amount and in the interest of the Corporation.

TENTH: Notwithstanding any provision of the Revised Code, as now or hereafter in force, requiring for any action or purpose, the vote of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the Corporation or of any class or classes of shares, such action unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 13th day of July, 1984.

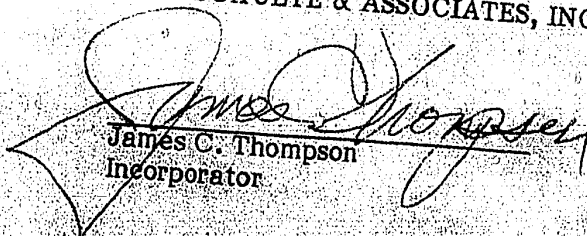

James C. Thompson
Incorporator

F0488-1664

ORIGINAL APPOINTMENT OF AGENT
R. M. SCHULTE & ASSOCIATES, INC.

The undersigned, sole incorporator of R. M. Schulte & Associates, Inc. hereby appoints R. M. Schulte, 311 East Market Street, Suite 303, Lima, Ohio, Allen County, who is a natural person and resident of the county in which the Corporation has its principal office, as the person on whom process, tax notices, and demands against the Corporation may be served. 4/5/80

R. M. SCHULTE & ASSOCIATES, INC.


James C. Thompson
Incorporator

THOMPSON, SWOPE, BURNS & BISWAS
6810 EAST MAIN STREET
REYNOLDSBURG, OHIO 43068
Individual Practitioners

F0488-1665

Reynoldsburg, Ohio

July 13, 1984

R. M. SCHULTE & ASSOCIATES, INC.

Gentlemen:

I hereby accept the appointment as the statutory agent of your Corporation upon whom process, tax notices, or demands may be served.

R. M. Schulte
R. M. Schulte

OFFICE

TO 488-1666

Emergency

43068

James B. Brown

James C. Brown

James C. Brown

James C. Brown

James C. Brown