



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 3/02/87

Number 695584

Receipt No. 65977

G106-1825 0608

Received of CATRI, HOWELLS & KELLAM CO.
or filed by

The sum of \$ 75.00 for filing ARF of
FRANCOIS, INC.

Returned to: 65977
CATRI, HOWELLS & KELLAM CO.
165 E. WASHINGTON RD
P.O. BOX 374
SANDUSKY, OH 44870-0374

Name:
FRANCOIS, INC.

ARF \$ 75.00

Total Fee: \$ 75.00

RECEIPT



Department of State

G106-1825

The State of Ohio

Sherrod Brown
Secretary of State

695584

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:

FRANCOIS, INC.

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

Recorded on Roll G106 at Frame 1827 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 20TH day of FEB,
A.D. 1987.



Sherrod Brown
Sherrod Brown
Secretary of State

G0106-1027

ARTICLES OF INCORPORATIONOFFRANCOIS, INC.

U.C.
2/20/87
Amount

FIRST: The name of the corporation shall be FRANCOIS, INC.

SECOND: The principal office of the corporation in the State of Ohio is to be located at 555 N. Main Street, Vermillion, Ohio 44089, in Erie County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful business, act, or activity for which the corporation may be formed or availed of under Section 1701.01 through Section 1701.98, inclusive, Revised Code of Ohio.

FOURTH: The number of shares which the corporation is authorized to have outstanding is 750 at no par value.

FIFTH: The corporation, by a majority vote of its shareholders, shall have the right and power to repurchase any of its outstanding shares of any class at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SIXTH: The Code of Regulations for this corporation will contain a Close Corporation Agreement that will comply with and be governed by Section 1701.591 of the Ohio Revised Code, and which will be assented to in writing by the shareholders and which will give the shareholders all the powers and authority to operate and control this corporation as is lawful under Section 1701.591 of the Ohio Revised Code as now written or subsequently amended or changed.

SEVENTH: Except as otherwise provided herein, every person who is or has been a shareholder or officer of the corporation and his heirs and legal

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representatives are hereby indemnified by the corporation against expenses and liabilities actually and necessarily incurred by him in connection with the defense of 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 being or having been a shareholder or officer of the corporation. Without limitation, the term "expenses" includes 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 does not, however, indemnify any shareholder or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such shareholder or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of the corporation by (1) the court having jurisdiction of the action, suit, or proceeding against such shareholder or officer or of a suit involving his right to indemnification, or (2) a majority of the shareholders of the corporation other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least three shareholders of the corporation other than those involved in such matter, by a majority of a committee of three or more persons (not including any person involved in such matter) who are, to the extent possible, officers of the corporation and who may be shareholders of the corporation, provided that such indemnity in case of a settlement shall not be allowed by such committee unless it is found by the independent legal counsel (meaning a lawyer who is not a shareholder, officer, or employee of the corporation, and is not a partner or professional associate of a shareholder, officer, or employee of

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the corporation) that such settlement is reasonable in amount and in the interest of the corporation. The foregoing right of indemnification shall be in addition to all rights to which any such shareholder or officer may be entitled as a matter of law.

Each person (including a shareholder or officer of the corporation) who, at the request of the corporation, acts as a director or officer of any other corporation in which the corporation owns shares or of which it is a creditor, may, by action of a majority of the shareholders, be indemnified by the corporation to the same extent that shareholders and officers of the corporation are indemnified by this Article.

EIGHTH: A shareholder 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 shareholder or officer or any firm of which shareholder or officer is a member or any corporation of which such shareholder or officer is a shareholder, director, or officer, is in any way interested in such transaction, contract, or act, provided the fact that such shareholder, officer, firm, or corporation is so interested shall be disclosed or shall be known to the corporation or such persons thereof as shall be present at any meeting of the shareholders at which action upon any such contract, transaction, or act shall be taken; nor shall any such shareholder 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

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he is a shareholder, officer, or director, is interested in such transaction, contract, or act and any such shareholder or officer. If such officer is a shareholder, may be conducted in determining the existence of a quorum at any meeting of the shareholders 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 not interested in such transaction, contract, or act.

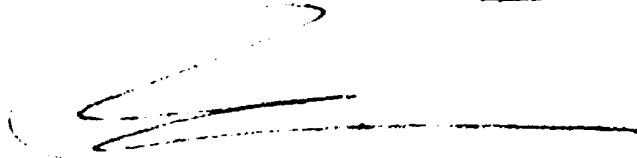
NINTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

TENTH: No holder of shares of the corporation shall have preemptive rights on the future issuance or sale of shares of any class, whether or not the new shares are of the same class as the outstanding shares, whether or not they are treasury shares and whether or not they are sold for cash.

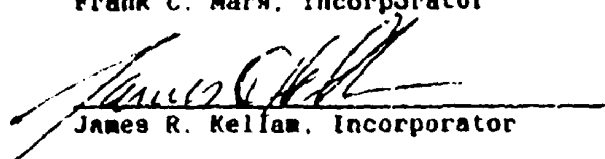
ELEVENTH: The amount of capital with which the corporation shall begin business will be not less than Five Hundred and No/100 Dollars (\$500.00).

G106-1031

IN WITNESS WHEREOF, we have hereunto subscribed our names this 12 day
of February, 1987.

A handwritten signature in dark ink, appearing to read "Frank C. Mara", written over a horizontal line.

Frank C. Mara, Incorporator

A handwritten signature in dark ink, appearing to read "James R. Kellam", written over a horizontal line.

James R. Kellam, Incorporator

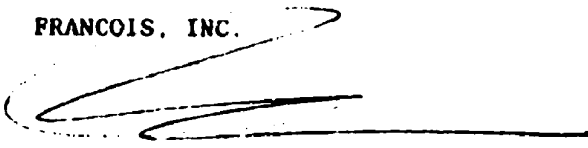
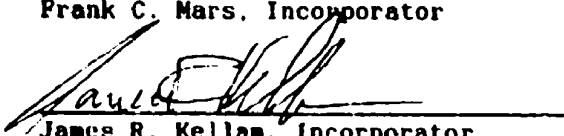
G106-1832

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the incorporators of FRANCOIS, INC. hereby appoints Frank C. Mars, a natural person resident in the State of Ohio, in which this corporation has its principal office, 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 Frank C. Mars, 13879 Edgewater Drive, Lakewood, Cuyahoga County, Ohio. (44107)

FRANCOIS, INC.

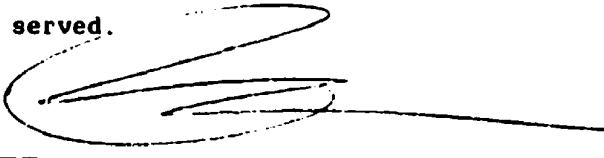

Frank C. Mars, Incorporator
James R. Kellam, IncorporatorACCEPTANCE BY AGENT

FRANCOIS, INC.

February 17th, 1987, Sardusky, Ohio

GENTLEMEN:

I hereby accept appointment as Agent of your corporation upon whom process, tax notices, or demands may be served.


Frank C. Mars

Transmittal Memorandum

Date February 18, 1987

Enclosed please find: Articles of Incorporation to be filed for Francois, Inc.
For filing, please find a check in the amount of Seventy Five and no/100 Dollars
(\$75.00).

60106-1033

COMMUNAL COMMUNITY

☐ If checked here, please acknowledge receipt of enclosure

TO

Catri, Howells & Keilam Co., L.P.A.

165 EAST WASHINGTON ROW - P. O. BOX 374

SANDUSKY, OHIO 44870-0374

Phone: (419) 625-8735