DOC ID ----> G158_0867

State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 5/21/87

G0158-0867

Number 701359

Receipt No. 85728

G158-0867 0162

Received of or filed by SCHWARTZ, KELM, WARREN & RUBENSTEIN

The sum of $ 100.00 for filing ARF of

FIRST INTERCONTINENTAL REALTY CORPORATION

Returned to: 85728
SCHWARTZ, KELM, WARREN & RUBENSTEIN
41 S. HIGH ST.
COLUMBUS, OH 43215

RECEIPT

ARF $ 100.00

Total Fee: $ 100.00

Name:
FIRST INTERCONTINENTAL REALTY CORPORATION

FSC-0001

DOC ID ----> G158_0867

G158-0869

Department of State

# The State of Ohio

**Sherrod Brown**
Secretary of State

701359

## 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:

FIRST INTERCONTINENTAL REALTY CORPORATION

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

Recorded on Roll G158 at Frame 0869 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** MAY **,**

**A.D. 19** 87 **.**

Sherrod Brown

**Sherrod Brown**
Secretary of State

SEC 6002

DOC ID ----> G158_0867

G0158-0869

APPROVED
By
Date 5-20-87
Amount 100.00

# ARTICLES OF INCORPORATION

# FIRST INTERCONTINENTAL REALTY CORPORATION

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

## ARTICLE I

## NAME OF CORPORATION

The name of said Corporation shall be First Intercontinental Realty Corporation.

## ARTICLE II

## PRINCIPAL OFFICE

The place in the State of Ohio where its principal office is to be located is Columbus, Franklin County.

## ARTICLE III

## PURPOSE

The purpose for which the Corporation is formed is (i) 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; and (ii) to do all things necessary and incidental thereto.

## ARTICLE IV

## OUTSTANDING SHARES

The maximum number of shares of all classes which the Corporation is authorized to have outstanding is One Thousand (1,000) shares of Common Stock, without par value.

## ARTICLE V

## PURCHASE OF SHARES

Except when prohibited by law or these Articles of Incorporation, the Corporation by its Board of Directors is authorized to purchase the shares of any class issued by it.

DOC ID ----> G158_0867

G0158-0879

ARTICLE VI

NO PREEMPTIVE RIGHTS

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

ARTICLE VII

SHAREHOLDER VOTING

Notwithstanding any provision of the General Corporation Law of Ohio now or hereafter in force which requires for any purpose, the vote or consent of the holders of shares which entitles them to vote 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 which entitles them to exercise of majority of the voting power of the Corporation or of such class of shares thereof.

ARTICLE VIII

TRANSACTIONS WITH INTERESTED PARTIES

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. No transaction or contract or act of the Corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of the Corporation is a member of any firm, a shareholder, director, or trustee or beneficiary of any trust that is in any way interested in such transaction, contract, or act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any transaction or contract or act of the Corporation or for any gain or profit directly or indirectly realized by him by reason of the fact that he or any firm in which he is a member or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract, or act; provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been known to the members of the Board of Directors as shall be present at any meeting at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or

DOC ID ----> G158_0867



approve any such contract or transaction or act, and any officer of the Corporation may take any action within the scope of his authority, respecting 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 trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

## ARTICLE IX

## INDEMNIFICATION

The Corporation shall indemnify any person (or in the event of such person's death, his or her personal representative) who was or is a party or is threatened to be made a party to any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a member of any committee or similar body, against all expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (including appeals) or the defense or settlement thereof or any claim, issue, or matter therein, to the fullest extent permitted by the laws of Ohio as they may exist from time to time.

## ARTICLE X

## AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

Dated: May 20, 1987

Jennifer A. Wing

Jennifer A. Wing, Incorporator

1455G

DOC ID ----> G158_0867

G0158-0872

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of First Intercontinental Realty Corporation, hereby appoints

Dorothy Snow
Schwartz, Kelm, Warren & Rubenstein
41 South High Street, 23rd Floor
Columbus, OH 43215 Franklin County

a natural person resident in the county in which the 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.

FIRST INTERCONTINENTAL
REALTY CORPORATION

By Jennifer A. Wing
Jennifer A. Wing, Incorporator

May 20, 1987

First Intercontinental Realty Corporation
Columbus, OH

Gentlemen:

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

Dorothy Snow
Dorothy Snow

1456G

