



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 1/06/88

Number 715645

Receipt No. 45969

G302-1766 0358

Received of LANE, ALTON & HORST
or filed by

The sum of \$ 75.00 for filing ARF _____ of
MARTIN LAND, CO.

Returned to:
LANE, ALTON & HORST
155 E. BROAD ST.
COLUMBUS, OH 43215

45969

ARF \$ 75.00

RECEIPT

Name:
MARTIN LAND, CO.

Total Fee: \$ 75.00



Department of State

The State of Ohio**Sherrod Brown**
Secretary of State

6302-1766

715645

 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 _____ A R F _____ of _____

MARTIN LAND, CO.

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



Recorded on Roll 6302 at Frame 1766 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 5TH day of JAN,

A.D. 1999.

Sherrod Brown
Sherrod Brown
Secretary of State

G0302-1766

ARTICLES OF INCORPORATIONOFMARTIN LAND, CO.

U.C. 1/5/88 75.00

The undersigned, a citizen of the United States, desiring to form a corporation for profit under the General Corporation Act of Ohio, does certify:

FIRST: The name of said corporation shall be:

MARTIN LAND, CO.

SECOND: The corporation's principal office shall be located at Cincinnati, Hamilton County, Ohio.

THIRD: All of the corporation's shares shall be without par value. The maximum number of such shares which the corporation is authorized to have outstanding shall be seven hundred fifty (750) shares of common stock.

FOURTH: The purpose of said corporation is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 through 1701.98, inclusive of the Revised Code.

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

SIXTH: The Board of Directors of the corporation is hereby authorized to fix and determine whether any surplus, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of Section 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereafter enacted, at any time, or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors of the corporation shall deem expedient.

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SEVENTH: No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party or otherwise affects the corporation. No contract, action or other transaction to which the corporation is or may be a party or by which the corporation is affected shall be void or voidable for the reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for the reason that any interested director or officer or other agent of the corporation authorizes or participates in the authorization of such contract, action or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the Board of Directors of the corporation or applicable committee of directors at the time the contract, action or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract, action or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract, action or transaction (i) is not less favorable to the corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the Board of Directors of the corporation or any committee thereof which authorizes the contract, action or transaction.

EIGHTH: To the fullest extent not prohibited by applicable law, the corporation shall indemnify each director and officer against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a director or officer of the corporation, or by any reason of being or at any time having been, while such a director or officer, an

G302-1766

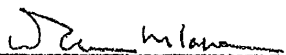
employee or other agent of the corporation or, at the direction or request of the corporation, a director, trustee, officer, administrator, manager, employee, adviser or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan. The corporation shall indemnify any other person to the extent such person shall be entitled to indemnification under Ohio law by reason of being successful on the merits or otherwise in defense of an action to which such person is named a party by reason of being an employee or other agent of the corporation, and the corporation may further indemnify any such person if it is determined on a case by case basis by the Board of Directors of the corporation that indemnification is proper in the specific case.

Any and all costs and expenses for which an officer, director or any other person is indemnified by the corporation pursuant to the preceding paragraphs of this Article EIGHTH or otherwise, shall be paid by the corporation as such costs and expenses are incurred, in advance of the final disposition of the related action, suit or proceeding.

Notwithstanding anything to the contrary in these Articles of Incorporation, no person shall be indemnified to the extent, if any, it is determined by the Board of Directors of the corporation or by written opinion of legal counsel designated by the Board of Directors of the corporation for such purpose that indemnification is contrary to applicable law.

NINTH: Notwithstanding any provisions of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds (2/3) or any other proportion 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of January, 1988.


WILLIAM M. LANE, Incorporator

C-123, August 1983

Prescribed by **Sherrod Brown**
Secretary of State

G0302-1771



CONSENT FOR USE OF SIMILAR NAME

On the 10th day of December, 19 87,
the BOARD OF DIRECTORS (TRUSTEES) OF MARTIN LAND & SHELTER CONSTRUCTION
(Name of Corporation giving Consent)
CO. (Charter or License No.) 599262

passed the following resolution:

RESOLVED, that MARTIN LAND & SHELTER CONSTRUCTION CO.
(Name of Corporation giving Consent)

gives its consent to MARTIN LAND, CO.

to use the name MARTIN LAND CO.

Date

December 10, 1987

Signed

David E. Gifford

Secretary or Assistant Secretary of
Consenting Corporation

[Faint, illegible stamp]

NOTE: This document **MUST BE SIGNED** by the **SECRETARY** or **ASSISTANT SECRETARY** of the consenting corporation, pursuant to Section 1701.05(A) of the Ohio Revised Code.

ORIGINAL APPOINTMENT OF AGENT

OF

MARTIN LAND, CO.

(2000)

The undersigned, being the incorporator of the above named corporation, hereby appoints as its agent the following individual residing in Ohio to act as agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served:

William M. Lane
175 South Third Street
Suite 700
City of Columbus, County of Franklin, Ohio, 43215

Date: January 4, 1988

William M. Lane
Incorporator, William M. Lane

Gene, Alton, Harry
E. Broad
155 43215
155 43215

GOVERNMENT