



State of Ohio
Department of State

G893-1660

Sherrod Brown
Secretary of State

Date 7/10/90

Number 776440

Receipt No. 1989

G893-1660 0195

Received of THOMPSON, HINE & FLORY
or filed by

The sum of \$ 75.00 for filing ARF of

GRAND ASSOCIATES PTY. LTD. CO.

Returned to:

1989

ARF \$ 75.00

THOMPSON, HINE & FLORY
ATT: T. BEVEVINO
2000 COURTHOUSE PLZ, E
DAYTON, OH 45401

RECEIPT

Name:

Total Fee: \$ 75.00

SEC 6001 GRAND ASSOCIATES PTY. LTD. CO.

16-511-1111-1



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

776440

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:

GRAND ASSOCIATES PTY. LTD. CO.

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

Recorded on Roll G893 at Frame 1662 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 3RD day of JULY,
A.D. 1990.



Sherrod Brown
Sherrod Brown
Secretary of State

67513-1662

ARTICLES OF INCORPORATION

-of-

GRAND ASSOCIATES PTY. LTD. CO.

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

FIRST: The name of the Corporation is Grand Associates Pty. Ltd. Co.

SECOND: The place in Ohio where the Corporation's principal office is located is New Bremen, Auglaize County, Ohio 45869.

THIRD: The purposes for which the Corporation is formed are:

A. To acquire, own, maintain, finance, lease and sell personal property.

B. To acquire, own, manage, lease, sell, develop and otherwise operate various parcels of real estate.

C. To engage in any other lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The authorized number of shares of the Corporation is 750, all of which shall be designated Common Shares and shall be without par value.

FIFTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the Corporation, the Corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the Corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the Corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the Corporation would be less than its liabilities plus stated capital or if it is insolvent (as defined in the

General Corporation Law of Ohio) or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SIXTH: No holder of shares of any class of the Corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the Corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

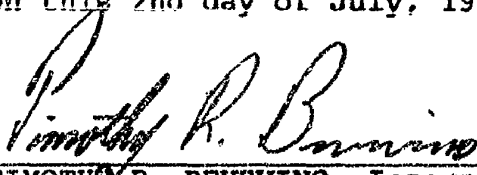
SEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, designating for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority of the voting power of the Corporation or of any class or classes of shares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

EIGHTH: No contract, action, or transaction shall be void or voidable with respect to the Corporation for the reason that it is between or affects the Corporation and one or more of its directors or officers, or between or affects the Corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee of the directors that authorizes such contract, action, or transaction, if in any such case any of the following apply: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors or the committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to

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exercise a majority of the voting power of the Corporation held by persons not interested in the contract, action, or transaction; or (c) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the directors, a committee of the directors, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee of the directors which authorizes the contract, action, or transaction. As used in this Article EIGHTH (i) a director is not an interested director solely because the subject of the contract, action, or transaction may involve or affect a change in control of the Corporation or his continuation in office as a director of the Corporation; and (ii) action shall mean a resolution adopted by the directors or a committee of the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed
these Articles of Incorporation this 2nd day of July, 1990.


TIMOTHY R. BEVEVINO, Incorporator

Presented by **Sherrod Brown**
Secretary of State

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CONSENT FOR USE OF SIMILAR NAME

On the 2nd day of July, 19 90,
the ~~BOARD OF DIRECTORS~~ (TRUSTEES) OF Grand Associates Inc.
(Name of Corporation giving Consent)
(Charter or License No.) 729 171

passed the following resolution:

RESOLVED, that Grand Associates Inc.
(Name of Corporation giving Consent)

gives its consent to Timothy R. Bevevino

to use the name Grand Associates Pty. Ltd. Co.

Date July 2, 1990 Signed *[Signature]*
Secretary/Assistant Secretary of
Consenting Corporation



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.



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Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of Grand Associates Pty. Ltd. Co.
(Name of Corporation)

_____, hereby appoint Bradley L. Smith to be statutory agent
(Name of Agent)

upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 40 South Washington Street
(Street)

New Bremen

(City or Village)

Auglaize

County, Ohio

45869

(Zip Code)

Date: July 2, 1990

Timothy R. Bevevino, Esq.
(Incorporator)

(Incorporator)

(Incorporator)

(Incorporator)

Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.04(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.04(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.04(B).

PLEASE RETURN THE ATTACHED DOCUMENTS ~~00338-1667~~

Thompson, Alex & Tony
(Name of Firm or Company)

Tim Bennett
(Attention)

2000 Courthouse Plaza NE
(Street Address)

Dayton, Ohio 45401
(City, State and Zip code)

443-6600 (Telephone Number)

How many documents are being filed? 1

Mode of payment

 Check (please indicate check # 004218)

 Cash

Amount of payment \$ 75.00

CORRESPONDENCE