

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
08/31/92

H0424-1331

CHARTER NUMBER: 826193
ROLL AND FRAME: H424-1331

CORPORATION:

KIRKE'S HOMEMADE ICE CREAM, INC.

DOCUMENT NUMBER

CODE

FEE

92081702501

ARE

75.00

019903

RETURN TO: THE COSTINE LAW FIRM
ATTN: E. COSTINE
134 W. MAIN ST.
ST. CLAIRSVILLE OH 43050

1074



The State of Ohio

Bob Taft
Secretary of State

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H424-1332

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:

of:

KIDWELL HANSHAW PCB, EPC, INC.

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

Recorded on Roll H424 at Frame 1333 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 17th day of AUG,
A.D. 1957



Bob Taft
Bob Taft
Secretary of State

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APPROVED

8-17-92
115

ARTICLES OF INCORPORATION OF KIRKE'S HOMEMADE ICE CREAM, INC.

92081702501

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

FIRST: The name of the corporation shall be KIRKE'S HOMEMADE ICE CREAM, INC.

SECOND: The place in Ohio where its principal office, or place of business, is to be located is 50505 Rehm Road, St. Clairsville, Ohio 43950.

Belmont OH

THIRD: The purposes for which this corporation is formed are: To engage in any lawful act or activity for which corporations may be formed under Section 1701.01 through 1701.98 of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Seven Hundred and Fifty (750) shares, all of which shall be without par value.

FIFTH: The shareholders of the corporation shall be given preemptive right and power to buy all shares of stock or not, or any other shares of stock which are newly issued, whether of the same class of stock or not, or any other shares of stock which the corporation may acquire and offer for sale. This preemptive right to purchase newly issued shares of stock shall be waived if such shareholders do not exercise this right within thirty (30) days after the issuance of the new shares of stock. This provision is with respect to newly issued shares of stock.

Furthermore, there shall be a restriction on the sale, transfer, gift, devise or inheritance of a shareholder's stock, such that the remaining shareholders shall have the preemptive right and power to purchase the shares in equal proportion, at a price and upon terms as may be agreed upon between the transferring shareholder, donee, devisee or descendant and the remaining

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shareholders. This preemptive right shall remain open for a period of thirty (30) days in which the remaining shareholders must exercise their option to purchase the outstanding shares of stock. Such preemptive right may be waived individually by the remaining shareholders or collectively by a two-thirds vote of the shareholders of all stock.

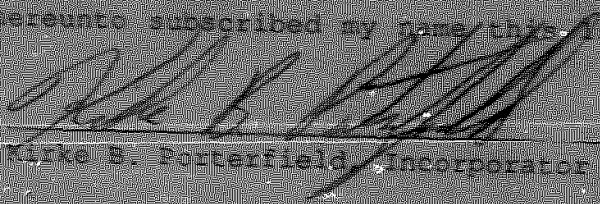
In the event that the shareholders, individually or collectively, waive their preemptive right to the repurchase of the stock of a shareholder or of a new issue of any class of stock, only then shall the corporation have the right or power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders, provided, of course, that such purchase must first be offered to the remaining shareholders as above provided.

SIXTH: Notwithstanding any provision of the General Corporation Law of the State of Ohio now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling 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 entitling them to exercise a majority of the voting power of the corporation or of such class of share thereof.

SEVENTH: 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, 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 director or officer of any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is, in any way interested in such transaction, contract or act, provided the fact shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken, nor shall any such director 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 he is a shareholder, officer or director, is interested in such transaction, contract or act and any such transaction, contract or act and any such director or officer, is such officer is 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 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 shareholder, officer or director, were not interested in such transaction.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of July, 1992.

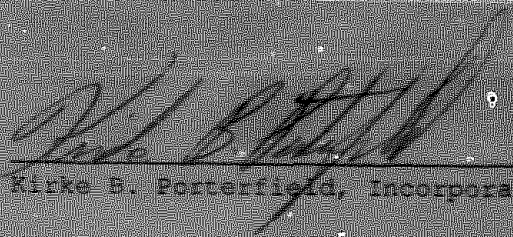

Mirke B. Porterfield, Incorporator

ORIGINAL APPOINTMENT OF AGENT

St. Clairsville, Ohio

July 2, 1932

The undersigned being the incorporator of KIRK'S HOMEMADE ICE CREAM, INC. hereby appoints Eric Costine of 136 West Main Street, St. Clairsville, Ohio 43960, Belmont County, upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation to be served upon him at the above address.


Kirke B. Porterfield, Incorporator

ACCEPTANCE OF AGENT

TO: KIRKE'S HOMEMADE ICE CREAM, INC.

Gentlemen:

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



Eric Costine, Agent

JOHN F. COSTINE
JOHN O. COSTINE
MARK COSTINE
ERIC COSTINE

(614) 695-0371
(614) 695-0340

August 13, 1992

CORRESPONDENCE

ROBERT TAFT, SECRETARY OF STATE
State Office Tower
14th Floor
Columbus OH 43266-0411

Dear Mr. Taft:

Enclosed are Articles of Incorporation for Kirke's Homemade Ice Cream, Inc., as well as, Check No. 4173 in the amount of \$75.

Please register these Articles with your office. Should you require additional information, please give me a call at (614) 695-0371.

Respectfully,

THE COSTINE LAW FIRM

Eric Costine
Eric Costine-Attorney

EC/bkh

Enclosures