

H502-1644



The State of Ohio

Bob Taft

Secretary of State

834529

❖ 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:

HOOKEE PAINTING & DECORATING, INC.

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

Recorded on Roll H502 at Frame 1645 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 30TH day of DEC

A.D. 1992



Bob Taft

Bob Taft
Secretary of State

H502-1645

APPROVED

By MHPDate 12-20-92Amount 25

ARTICLES OF INCORPORATION

OF

HOOKER PAINTING & DECORATING, INC.

92123103501

The undersigned, for purposes of forming a corporation for profit in accordance with Chapter 1701 of the Ohio Revised Code, does hereby state the following:

1. NAME The name of the corporation shall be Hooker Painting & Decorating, Inc.
2. PLACE OF OFFICE The place in Ohio where the principal office of the corporation is to be located shall be the City of Columbus (Franklin County).
3. PURPOSE The purpose for which the corporation is formed shall be:

To engage in any lawful act, activity or business not contrary to and for which a corporation may be formed under the laws of the State of Ohio, and to have and exercise all powers, rights and privileges conferred by the laws of Ohio on corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and wheresoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the corporation by action of its board of directors may, at any time and from time to time, deem advisable.
4. CAPITAL STOCK The number of shares of capital stock which the corporation is authorized to have outstanding is 750 shares all of which shall be common shares without par value.
5. STATED CAPITAL The amount of stated capital with which the corporation will begin business shall be not less than one hundred dollars (\$100.00).

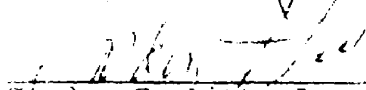
H0502-1646

6. CERTAIN
TRANSACTIONS

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. No contract or other transaction shall be void or voidable for 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 or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of directors or applicable committee of directors at the time the contract 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 or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract 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 or any committee thereof which authorizes the contract or transaction.

7. AUTHORITY TO
REPURCHASE
CAPITAL STOCK

The corporation by its board of directors is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time at any time, shares of any class of capital stock issued by it.


Gordon F. Litt, Incorporator

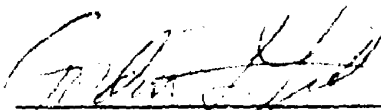
HC502-1647

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the Incorporator of Hooker Painting & Decorating, Inc. hereby appoints OSAC, Inc., an Ohio corporation qualified to serve as Statutory Agent, as agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

The Agent's address is: 100 South Third Street
Columbus, Ohio 43215
(Franklin County)

Date: December 30, 1992



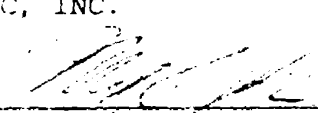
Gordon F. Litt, Incorporator

AGENT ACCEPTANCE

The undersigned hereby accepts appointment as agent upon whom process, notice or demand required or permitted by statute may be served.

Date: December 30, 1992

OSAC, INC.

By: 

Authorized Representative

Mark C. Pomeroy

H502-1648

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Bricker & Eckler
(Name of Firm or Company)

Joan McConnell
(Attention)

100 South Third Street
(Street Address)

Columbus, Ohio 43215
(City, State and Zip Code)

(614) 227 - 8813 (Telephone Number)

How many documents are being filed? 1

Type of payment

✓ Check (please indicate check #)

 Cash (receipt #)

Amount of payment \$ 75.00

CORRESPONDENCE

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/05/93

H502-1643

CHARTER NUMBER: 334529
ROLL AND FRAME: H502-1643

CORPORATION:

HOOKEK PAINTING & DECORATING, INC.

DOCUMENT NUMBER

02123103501

CODE

ARF

FEE

75.00

051374

RETURN TO: BRICKER & ECKLER
ATTN J MCCONNELL
100 S THIRD ST
COLUMBUS OH 43215

0185