

H0537-0137

HANSER/GARDNER PUBLICATIONS, INC.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of Hanser/Gardner Publications, Inc. (the "Corporation") hereby appoints Jo Ann C. Dooley, to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served.

Complete address of the agent is:

Jo Ann C. Dooley
6600 Clough Pike
Cincinnati, Ohio 45244

Date: January 1, 1974

William T. Bahlman, Jr.
Incorporator

The undersigned, named herein as statutory agent for the Corporation, hereby acknowledges and accepts the appointment of statutory agent of the Corporation.

Date: Jan 1, 1974

Jo Ann C. Dooley
Statutory Agent

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

THOMPSON HINE & FLORY

(Name of Firm or Company)

MARLA REECE

(Attention)

100 EAST BROAD STREET SUITE 1800

(Street Address)

COLUMBUS, OHIO 43215

(City, State and Zip code)

H0537-0138

() 469 - 7294 (Telephone Number)

How many documents are being filed? 1

Type of payment

☒ Check (please indicate check # 15431)☐ Cash (receipt #)Amount of payment \$ 75.00

CORRESPONDENCE

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
02/23/93

CORPORATION:

HANSEN/GARDNER PUBLICATIONS, INC.

CHARTER NUMBER: 838391
ROLL AND FRAME: H537-0133

H0537-0133

DOCUMENT NUMBER	CODE	FEE
93021709001	ARF	75.00

064770

RETURN TO: THOMPSON, HINE & FLORY
ATTN: M. REECE
100 E BROAD ST STE 1800
COLUMBUS OH 43215

0032

H537-0134



The State of Ohio

Bob Taft

Secretary of State

838391

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:

HANSER/GARDNER PUBLICATIONS, INC.

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

Recorded on Roll H537 at Frame 0135 of
the Records of Incorporation and Miscellaneous Filings.

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

Columbus, Ohio, this 16TH day of FEB

A.D. 1943



Bob Taft
Bob Taft
Secretary of State

H0537-0135

ARTICLES OF INCORPORATION

-of-

HANSER/GARDNER PUBLICATIONS, INC.

APPROVED

By

Date

Amount

The undersigned, desiring to form a corporation for profit under Chapter 1701 of the Ohio Revised Code, does hereby certify:

FIRST: The name of the Corporation is Hanser/Gardner Publications, Inc.

SECOND: The place in the State of Ohio where the Corporation's principal office is to be located is Cincinnati, Hamilton County, Ohio.

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

Subject to limitations prescribed by law or expressly set forth elsewhere in these Articles, but otherwise without limitation, in carrying out such purposes, the Corporation may purchase or otherwise acquire, lease as lessee, invest in, as lessor, encumber, sell, exchange, transfer, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest in such property, make contracts, form or acquire the control of other corporations, be a partner, member, associate, or participant in other enterprises or ventures, conduct its affairs in the State of Ohio and elsewhere, borrow money, issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, guarantee or secure obligations of any person, and all other things permitted by law and exercise all authority within such purposes or incidental thereto.

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

FIFTH: When authorized by the affirmative vote of the directors, without any action by the shareholders, the Corporation may purchase its own shares for such prices, in such manner and upon such terms and conditions as the directors from time to time may determine, except that no such purchase shall be made if immediately thereafter the Corporation's assets would be less than its liabilities plus stated capital, if any, or if the Corporation is insolvent (as defined in Chapter 1701 of the Ohio Revised Code) or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

H0537-0136

SIXTH: Notwithstanding any provision of Chapter 1701 of the Ohio Revised Code, 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 particular class or classes of shares of the Corporation, 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 14, 1993.

William T. Bahlman, Jr.
Incorporator