DOC ID ----> H677_0067

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
09/10/93

H0677-0067

CHARTER NUMBER: 852856
ROLL AND FRAME: H677-0067

| CORPORATION: | DOCUMENT NUMBER | CODE | FEE |
|---|---|---|---|
| CPM STATUTORY AGENT CORP. | 93083002301 | ARF | 85.00 |

021094

RETURN TO: CARLILE,PATCHEN & MURPHY
ATTN P HESLEP
366 E BROAD ST
COLUMBUS OH 43215

0013

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H677-0068

# The State of Ohio

## Bob Taft

Secretary of State

852856

# 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:

CPM STATUTORY AGENT CORP.

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

Recorded on Roll H677 at Frame 0069 of the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 27TH day of AUG, A.D. 19 93.

Bob Taft

Bob Taft
Secretary of State

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H0677-0069

APPROVED
By DD
Date 05-27-93
Amount $125

930835022

# ARTICLES OF INCORPORATION

# OF

# CPM STATUTORY AGENT CORP.

The undersigned incorporator hereby forms a corporation for profit under the provisions of Chapter 1701, Revised Code of Ohio, the Articles of Incorporation of which are:

FIRST: The name of the corporation shall be:

CPM STATUTORY AGENT CORP.

SECOND: The place in the State of Ohio where its principal office is to be located is:

Columbus, Franklin County

THIRD: The purposes for which it is formed are:

(a) To act for other corporations as the Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon a corporation may be served and to do all things necessary and incidental thereto and to engage in every and any lawful business.

(b) The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on corporations for profit by the laws of the State of Ohio.

(c) The corporation reserves the right at any time and from time to time substantially to change its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation authorized or approved by the holders of shares entitled to exercise a majority of the voting power of the corporation shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor. No shareholder, notwithstanding that he voted against such change of purpose or may have objected thereto in writing, shall be entitled to payment of the fair cash value of his shares.

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FOURTH: The number of shares which the corporation is authorized to have outstanding is EIGHT HUNDRED FIFTY (850) all of which shall be shares of common stock with no par value.

No holder of shares of the corporation shall have any pre-emptive or other preferential right to subscribe for, or to purchase, any shares of the corporation of any class, whether such shares or such class is now or hereafter authorized.

FIFTH: Notwithstanding any provisions of the Corporation Statutes of Ohio now or hereafter in force requiring for any purpose the vote or consent of the holders of the shares entitling them to exercise two-thirds 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 or classes.

SIXTH: The corporation shall indemnify any director or officer (and may indemnify any other employee or agent of the corporation or of another entity) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation.

Determination of rights to indemnification shall be made (a) by a majority vote of a quorum consisting of directors of the corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, (b) by the shareholders, or (c) by the court in which such action, suit, or proceeding was brought.

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The corporation may obtain and maintain liability insurance against liabilities of its directors, officers, employees and agents, sufficient to cover its obligations under these indemnification provisions, and may obtain such liability insurance for liabilities of such persons not subject to any obligations of the corporation under these indemnification provisions.

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or vote of shareholders or disinterested directors.

SEVENTH: A director of this 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 or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, director or trustee, or any trust of which any director of this corporation is a trustee, is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or 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 or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this 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, director, or trustee, or any trust of which he is a trustee, is interested in such transaction or contract or act; and any such 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 to any such contract, or transaction, or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding the question of whether a director of the corporation has acted in good faith shall be material, notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

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EIGHTH: The Board of Directors is hereby authorized to fix and determine, and to vary, the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be disposed of, or declared in dividends, or paid to shareholders, and, without action by the shareholders, to use and apply such 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 hereinafter 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, script, 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 shall deem expedient.

Date: August 27, 1993

Richard V. Patchen

Richard V. Patchen, Incorporator

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# CPM STATUTORY AGENT CORP

## ORIGINAL APPOINTMENT OF AGENT

The undersigned incorporator of the above named corporation hereby appoints:

Name: Richard V. Patchen
Address: 366 East Broad Street
Columbus, Franklin County, Ohio

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

Richard V. Patchen

## STATUTORY AGENT ACCEPTANCE

The undersigned hereby accepts the foregoing appointment as statutory agent.

Richard V. Patchen

PAH/DDP/75919

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PLEASE RETURN THE ATTACHED DOCUMENTS TO:

H677-0074

CARLILE PATCHEN & MURPHY
(Name of Firm or Company)

Patricia Heslep, Legal Assistant
(Attention)

366 East Broad Street
(Street Address)

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

(614) 228 6135
(Telephone Number)

How many documents are being filed? 1

Type of payment

✓ Check (please indicate check # _____)

_____ Cash (receipt # _____)

Amount of payment $ 85.00

# CORRESPONDENCE