

*ARTICLES OF INCORPORATION**OF**FLAUTE, INC.*

RECEIVED

NOV 29 1999

J. KENNETH BLACKWELL  
SECRETARY OF STATE

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit, under Sections 1701.01, *et seq.*, of the Revised Code of Ohio, do hereby certify:

- FIRST:** The name of said corporation shall be Flaute, Inc..
- SECOND:** The place in Ohio where its principal office is to be located is 2171 Cassella-Montezuma Road, Maria Stein (Mercer County), Ohio 45860.
- THIRD:** The purposes for which it is formed are to engage in the business real estate ownership and management; to do every other thing necessary or convenient thereto; and 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 maximum number of shares which the corporation is authorized to have outstanding is eight hundred fifty (850) shares of common stock, without par value.
- FIFTH:** The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars (\$500).
- SIXTH:** The corporation shall have the power by action of its board of directors to purchase, hold, sell and transfer shares of its own capital stock.
- SEVENTH:** The corporation agrees to indemnify and save harmless any officer and director of the corporation from any liability which said officer and director may be subject to by reason of any act of said officer and director acting in his corporate capacity in the furtherance of the corporation's business; and the corporation shall pay, in addition, any and all attorney fees and expenses for the defense of such officer and director in any lawsuit or claim instituted against said officer or director.
- EIGHTH:** 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 or any firm of which any 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 that such

director, officer, firm or 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, 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 director or officer, if such officer is a 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 member, or any corporation of which he is a shareholder, officer, or director, were not interested in such transaction, contract or act.

The undersigned incorporators have executed these articles of incorporation this 26<sup>th</sup> day of November, 1999, in accordance with the requirements of Ohio Revised Code Sections 1701.01 to 1701.98, inclusive.

Raymond C. Flaute  
Raymond C. Flaute, incorporator

Rita P. Flaute  
Rita P. Flaute, incorporator

David B. Shuffelton  
David B. Shuffelton, incorporator

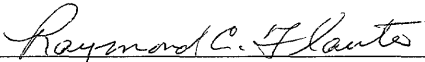
**ORIGINAL APPOINTMENT OF AGENT****FOR****FLAUTE, INC.**

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**A CORPORATION OF THE STATE OF OHIO**

The undersigned, being at least a majority of the incorporators of the above named corporation, hereby appoint David B. Shuffelton, who is a resident of the State of Ohio, as the agent of the corporation upon whom all process, notice or demand required or permitted by statute to be served upon this corporation may be served.

The full address of the agent is Towne Center, 31 South Main Street, P.O. Box 320, Fort Loramie, Shelby County, Ohio 45845-0320.

  
\_\_\_\_\_  
Raymond C. Flaute, Incorporator

  
\_\_\_\_\_  
Rita P. Flaute, Incorporator

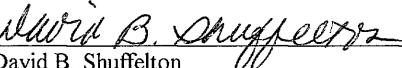
  
\_\_\_\_\_  
David B. Shuffelton, Incorporator

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Fort Loramie, Ohio

November 26, 1999

The undersigned hereby accepts the foregoing appointment as agent of the corporation upon whom process, tax notices or demands may be served.

  
\_\_\_\_\_  
David B. Shuffelton

Prescribed by **J. Kenneth Blackwell**

**UNIFORM COMMERCIAL CODE FILING**

**CORPORATIONS FILING**

<b>CORPORATIONS ONLY</b>	
<input type="checkbox"/>	EXPEDITE SERVICE

**RECEIVED**  
**NOV 29 1999**  
**J. KENNETH BLACKWELL**  
**SECRETARY OF STATE**

**CORRESPONDENCE**

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

David B. Shuffelton

NAME OF FIRM OR COMPANY

ATTENTION

31 South Main Street  
P. O. Box 320  
Fort Loramie, OH 45845

STREET ADDRESS, CITY AND STATE

TELEPHONE NUMBER


<b>UCC ONLY</b>	
<input type="checkbox"/> MAIL	<input type="checkbox"/> PICK-UP
If not checked, it will be mailed.	

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 12/ 1/1999	199933400338	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	10.00	0.00	0.00	0.00
<b>TOTAL</b>			85.00	10.00	0.00	0.00	0.00

**Return To:**  
**DAVID B. SHUFFLETON**  
**31 S MAIN ST**  
**P O BOX 320**  
**FORT LORAMIE, OH 45845-0000**

-----cut along the dotted line-----



*The State of Ohio*  
 *Certificate* 

*Secretary of State - J. Kenneth Blackwell*

**1119142**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for FLAUTE, INC. and that said business records show the filing and recording of:*

Document(s)  
 DOMESTIC ARTICLES/FOR PROFIT

Document No(s):  
 199933400338

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

Witness my hand and the seal of the Secretary  
 of State at Columbus, Ohio, This 29th day of  
 November, A.D. 1999



*J. Kenneth Blackwell*  
 J. Kenneth Blackwell  
 Secretary of State