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12/14/2000	200034900874	DOMESTIC ARTICLES/SAVINGS AND LOAN (ARS)	100.00	.00	.00	.00	.00

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OHIO DIVISION OF FINANCIAL INSTITUTIONS
77 S HIGH STREET
ANDREW RUSSELL
COLUMBUS, OH 43226-0121

STATE OF OHIO**Ohio Secretary of State, J. Kenneth Blackwell****1195986**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

COTTAGE SAVINGS BANK

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/SAVINGS AND LOAN

Document No(s):

200034900874

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 21st day of November,
A.D. 2000.

J. Kenneth Blackwell
Ohio Secretary of State

ARTICLES OF INCORPORATION

OF

COTTAGE SAVINGS BANK

The undersigned resident of the State of Ohio, desiring to form a savings bank under Chapter 1161 of the Ohio Revised Code, does hereby certify:

FIRST: The name of the savings bank shall be Cottage Savings Bank (the "Savings Bank").

SECOND: The place in Ohio where the principal office of the Savings Bank is to be located is in the City of Montgomery, Hamilton County.

THIRD: The Savings Bank is formed for the purpose of conducting the business of a savings bank, and exercising any powers and engaging in any activities permitted for a savings bank organized under Chapters 1161 through 1165 of the Ohio Revised Code, as now in force or hereafter amended.

FOURTH: The following persons shall serve as the initial directors of the Savings Bank:

Class I

Mark A. Weiss

Henry W. Schneider

Class II

Richard E. Yeager

Thomas O. Willingham

Class III

Barbara S. Farris

Wm. Timothy Allred

William C. Kordis

The directors shall serve until the Annual Meeting of Shareholders in the year their term expires and their successors are duly elected and qualified or until their earlier resignation, removal from office or death. The Class I initial directors' terms shall expire in 2001. The Class II initial directors' terms shall expire in 2002. The Class III initial directors' terms shall expire in 2003.

FIFTH: The maximum number of shares which the Savings Bank is authorized to have outstanding is ten million, nine million of which shall be common shares with a par value of One Dollar (\$1.00) per share, and one million of which shall be preferred shares with a par value of One Dollar (\$1.00) per share.

The Board of Directors of the Savings Bank is authorized to adopt amendments to these Articles of Incorporation determining the express terms, within the limits set by Ohio law, of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series as shall not be inconsistent with this Article THIRD. No vote of the holders of common shares, as a class, shall be required in

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connection with the authorization by the Board of Directors of shares of any class, or series of any class, that are convertible into common shares.

Except as hereinafter provided and as may otherwise be required by the laws of the State of Ohio, all voting power of the Savings Bank for all purposes is vested exclusively in the holders of the common shares. The holders of the common shares shall be entitled to one vote for each common share held. Except as otherwise required by law, the holders of the preferred shares shall not be entitled to vote at meetings of the shareholders of the Savings Bank or to receive notices of such meetings; provided, however, that in the event dividends on the preferred shares, if any, shall at any time become in arrears, the holders of the preferred shares shall thereupon become entitled to one vote for each preferred share held and to notice of all meetings of the shareholders. Such voting and notice rights of the preferred shareholders shall continue until all dividends in arrears on the preferred shares shall have been paid in full, whereupon such voting and notice rights of the preferred shareholders shall cease and terminate.

SIXTH: No holder of shares of any class of the Savings Bank shall have, as a matter of right, the preemptive right to purchase or subscribe for shares of any class of the Savings Bank now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise entitle the holders thereof to subscribe for or purchase any such shares.

SEVENTH: The Board of Directors of the Savings Bank shall have the power to cause the Savings Bank from time to time and at any time to purchase, hold, sell, transfer, or otherwise deal with (a) shares of any class or series issued by it; (b) any security or other obligation of the Savings Bank which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by these Articles of Incorporation; and (c) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by these Articles of Incorporation. The Savings Bank shall have the right to purchase shares of any class or series issued by the Savings Bank. The authority granted in this Article SEVENTH of these Articles of Incorporation shall not limit the plenary authority of the directors to cause the Savings Bank to purchase, hold, sell, transfer, or otherwise deal with shares of any class or series, securities, or other obligations issued by the Savings Bank or authorized by these Articles of Incorporation and shall be exercised consistently with Ohio law and administrative rules.

EIGHTH: Notwithstanding any provision of the Ohio Revised Code requiring for any purpose the vote, consent, waiver or release of the holders of shares of the Savings Bank entitling them to exercise any proportion of the voting power of the Savings Bank or of any class or classes thereof, such action, unless expressly otherwise provided by statute, may be taken by the vote, consent, waiver or release of the holders of the shares entitling them to exercise not less than a majority of the voting power of the Savings Bank or of such class or classes; provided, however, that unless two-thirds (2/3) of the whole authorized number of directors of the Savings Bank shall recommend the approval of any of the following matters, the affirmative vote of the holders of shares entitling them to exercise not less than eighty percent (80%) of the voting power of the Savings Bank entitled to vote thereon shall be required to adopt:

- (a) A proposed amendment to these Articles of Incorporation or proposed adoption of amended articles;
- (b) An agreement of merger or consolidation providing for the merger or consolidation of the Savings Bank with or into one or more other corporations;
- (c) A proposed combination or majority share acquisition involving the issuance of shares of the Savings Bank and requiring shareholder approval;
- (d) A proposal to sell, lease, or exchange all or substantially all of the property and assets of the Savings Bank; or
- (e) A proposal to fix or change the number of directors by action of the shareholders of the Savings Bank.

The written objection of a director to any such matter submitted to the President or Secretary of the Savings Bank not less than three days before the meeting of shareholders at which any such matter is to be considered shall be deemed to be an affirmative vote by such director against such matter.

IN WITNESS WHEREOF, the undersigned Incorporator has caused the Articles of Incorporation of Cottage Savings Bank to be signed on the 8th day of November, 2000.

COT PROPERTIES, LLC

By: Barbara S Farris

Barbara S. Farris, its Member

Approved this 9th day of November, 2000.

F. Scott O'Donnell
F. Scott O'Donnell, Superintendent
Division of Financial Institutions

Neil G. Danziger
Neil G. Danziger
Deputy Superintendent

ORIGINAL APPOINTMENT OF AGENT

OF

COTTAGE SAVINGS BANK

The undersigned, being the sole incorporator of Cottage Savings Bank, hereby appoints Barbara S. Farris, a natural person resident in the State of Ohio, the statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Her complete address is:

Barbara S. Farris
c/o Cottage Savings Bank
9813 Montgomery Road
Montgomery, Ohio 45242

COT PROPERTIES, LLC

By: Barbara S. Farris
Barbara S. Farris, its Member

The undersigned hereby accepts the appointment as statutory agent of Cottage Savings Bank.

Barbara S. Farris
Barbara S. Farris

Montgomery, Ohio
November 20, 2000.

CONSENT FOR USE OF SIMILAR NAME

Barbara S. Farris, registrant of the trade name, Cottage Savings Bank, bearing registration number 1113690, gives her consent to Cottage Savings Bank to use the name Cottage Savings Bank.

Dated: NOVEMBER 20, 2000

Signature: Barbara S Farris

Name: Barbara S. Farris