T. L. STATON, INC.

CHARTER NUMBER: 954950 05630-0290 OLL AND FRAME: 5630-0290 THID SECRETARY OF STATE PROCESSING STATEMENT 10/07/96 DOCUMENT NUMBER CODE FEE CORPORATION: 85.00 96092449701 ARF

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RETURN TO: DULANEY, ENGEL & PHILLIPS TOTAL : 85.00

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The State of Ohio

Bob Taft

Secretary of State

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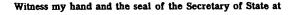
It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: ARF

of:

T. L. STATON, INC.

United States of America State of Ohio Office of the Secretary of State Recorded on Roll 5630 at Frame 0292 of the Records of Incorporation and Miscellaneous Filings.



Columbus, Ohio, this 24TH day of SEP

A.D. 19 96 .

Bob Taft

Secretary of State

ARTICLES OF INCORPORATION

OF

T. L. STATON, INC.

The undersigned, for purposes of forming a corporation for profit in accord with Chapter 1701 et seq. of the Ohio Revised Code, hereby states the following:

- NAME: The name of the Corporation is T. L. Staton, Inc.
- PLACE OF OFFICE: The place in Ohio where the principal office of the 1. Corporation is to be located is Springfield, Clark County, Ohio. 2.
- PURPOSE: The purpose for which the Corporation is formed is: To engage in any lawful act or activity for which corporations may be formed under the laws 3. of the State of Ohio.
- The number of shares of capital stock which the Corporation is authorized to have outstanding is Eight Hundred and Fifty (850) CAPITAL STOCK: shares, all of which shall be common shares without par value. 4.
- STATED CAPITAL: The amount of capital with which the Corporation shall have to begin business is One Hundred Dollars (\$100.00). 5.
- When authorized by the PURCHASES OF CORPORATE SHARES: affirmative vote of the Board of Directors, without the action or approval of the shareholders of the corporation, the corporation may purchase, or contract to 6. purchase, at any time and from time to time, shares of any class issued by the corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warranties, obligations, evidences of indebtedness or any other securities of the corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.
 - NO PRE-EMPTIVE RIGHTS: No holder of shares of any class of the corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or 7. subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain in any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

- 8. SHAREHOLDERS VOTE REQUIREMENT: a) Notwithstanding any provision of the General Corporation Law of Ohio, 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 class or classes of shares thereof, 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. b) An express exception to the above majority vote requirement shall be the following issues which may only be taken by the unanimous vote of the shareholders: (1) compensation of all directors and offices including all bonus arrangements, or (2) financial or other contractual obligations of the corporation in excess of \$2,000 each.
- 9. **CONFLICTS:** No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize and contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes and contract to transaction.

IN WITNESS WHEREOF, I have subscribed my name this ______ day of September, 1996.

Thomas M. Phillips, Sole Incorporato

ORIGINAL APPOINTMENT

OF

STATUTORY AGENT

T. L. STATON, INC.

The undersigned, being the Sole Incorporator of T. L. Staton, Inc., hereby appoints Thomas M. Phillips, a natural person who is a resident of this state to be statutory agent upon whom process, notice or demand required or permitted by statute upon the Corporation may be served.

The complete address of the agent is 211 West Franklin Street, Centerville, Montgomery County, Ohio 45459-4703.

ACCEPTANCE OF APPOINTMENT

The undersigned, Thomas M. Phillips, named herein as the Statutory Agent for T. L. Staton, Inc., hereby acknowledges and accepts the appointment of Statutory Agent for said corporation.

9 16 9 6 Date

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Dulaney, Engel & Phillips Attorneys and Counselors at Law

An Association of Independent Attorneys

William H. Dulaney III Andrew M. Engel Thomas M. Phillips Located at: 211 West Franklin Street P.O. Box 750548 Centerville, Ohio 45475 Telephone: (513) 438-5588 Facsimile: (513) 438-9770

September 19, 1996

Bob Taft, Secretary of State Corporate Division 30 East Broad Street, 14th Floor Columbus, Ohio 43266-0418 VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Re:

Incorporation of T. L. Staton, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation, Original Appointment of Statutory Agent, and Acceptance of Appointment relevant to T. L. Staton, Inc. Also enclosed please find a check payable to the Secretary of State in the amount of Eighty Five (\$85.00) Dollars to cover the filing fees.

Please return stamp-filed copies of these documents along with the Certificate as soon as possible. Thank you for your assistance in this matter.

Very truly yours,

Thomas M. Phillips

TMP:jas Enclosures

cc (w/enc.): H. Thomas Staton, M.D.

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