

State of Ohio Department of State

Date 3/26/90

789359 Number

Sherrod Brown Secretary of State

Receipt No. 69790

G827-0990

0087

Received of or filed by	JACK F. THORNTON CO.	G0S27-0990
The sum of \$	100-00 for filing ARF	of

JOLLY FAMILY CORPORATION

Returned to:

69790

JACK F. THORNTON CO. ATT: C.L.ZIMMERER 8280 MONTGOMERY RD.

CINCINNATI, OH 45236 Name:

SEC 6001 JOLLY FAMILY CORPORATION

100.00 ARF

100.00 Total Fee: \$_



Department of State

The State of Ohio

G0527-0991

Sherrod Brown

Secretary of State

769359

& Certificate

JCLLY FAMILY CORPORATION	of
United States of America State of Ohio Office of the Secretary of State	Recorded on Roll <u>GR27</u> at Frame <u>0992</u> of the Records of Incorporation and Miscellaneous Filings
SECONTARY OF	Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this

SEC 6002

Sherrod Brown

Secretary of State

G0527-0992

ARTICLES OF INCORPORATION

<u>of</u>

JOLLY FAMILY CORPORATION

AP-2011 - 4mC 3-19-90 100 ov

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

FIRST: The name of this corporation shall be Jolly Family Corporation.

SECOND: The place in Ohio where the principal office of the corporation is to be located is 6630 Drake Road, Cincinnati, Hamilton County, Ohio 45243.

THIRD: The purpose, or purposes, 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.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is 1,000, all of which shall be designated common shares and shall be without par value.

FIFTH: The amount of stated capital with which the corporation will begin business is \$500.00.

SIXTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of this corporation, this corporation may purchase, or contract to 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, script, warrants, obligations, evidences of indebtedness or any other securities of this 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 this 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.

SEVENTH: No shareholders of this corporation shall be entitled, as such, as a matter of right to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares except such rights or subscriptions or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors, in its discretion, from time to time may determine.

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 the extent permitted by the General Corporation Law of Ohio whether any, and, if any, what part, of its surplus however created or arising shall be used or disposed of or declared in dividends or paid to shareholders.

G9527-3993

NINTH: Notwithstanding any provisions of the General Corporation Law of Ohio, now or hereafter in force, requiring for any purpose the vote or consent of the holders of 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 of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

TENTH: Every statute of the State of Ohio hereafter enacted whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished or in any way affected, or whereby effect is given to any action authorized, ratified or approved by less than all the shareholders of any such corporation, shall apply to this corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

ELEVENTH: 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 or director 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 of 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 or director 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 or director were not interested in such transaction or contract or act.

The Board of Directors shall have the power to fix compensation of officers or directors or both, and a director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall take such action and may vote thereat in favor of or against such action whether or not such director may be interested in the action so taken.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 16th day of March, 1990.

Mary Esther Solly

60527-0994

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being the sole incorporator of Jolly Family Corporation, hereby appoints Mary Esther Jolly, a natural person resident in the state in which the corporation has its principal office, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is: 6630 Drake Road, Cincinnati, Hamilton County, Ohio 45243.

Dated: March __16__, 1990.

Mary Esther John

Cincinnati, Ohio March 16, 1990

Ladies/Gentlemen:

I hereby accept appointment as agent of your corporation, upon whom process, tax notices or demands may be served.

Mary Esther Jolly

G9527-3995

JACK F. THORNTON Co., L.P.A.

ATTORNEY AT LAW

KENWOOD COMMONS BUSINESS CENTER
8280 MONTGOMERY ROAD, SUITE 102

CINCINNATI, OHIO 45236
TELEPHONE 891-1222

ELEPHONE 891-1227 AREA CODE 513

March 16, 1990

Secretary of State of Ohio State Office Tower 30 East Broad Street Columbus, Ohio 43216

Gentlemen:

Re: Jolly Family Corporation

Enclosed for filing are original articles of incorporation and appointment of statutory agent for the above new corporation. Also enclosed is our firm check in the amount of \$100.00 for your filing fee. After these documents have been filed and microfilmed, please return them to the attention of the undersigned at the above address.

If you have any questions or need anything further, please contact the undersigned.

Very truly yours,

Cathy L. Zimmerer Legal Assistant

ciz Enclosures

cc: Mrs. Mary Esther Jolly