

Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, IRA H. MASTERS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE OHIO MATCH CHARITABLE FOUNDATION

a corporation duly organized and existing under the laws of Ohio has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code by filing in this office on the First day of April 1955, a properly authenticated copy of its articles of incorporation, and on the First day of April 1955, a designation of Wm. S. Hawkins in the County of Kootenai as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 1st day of April, A.D. 19 55

Secretary of State.

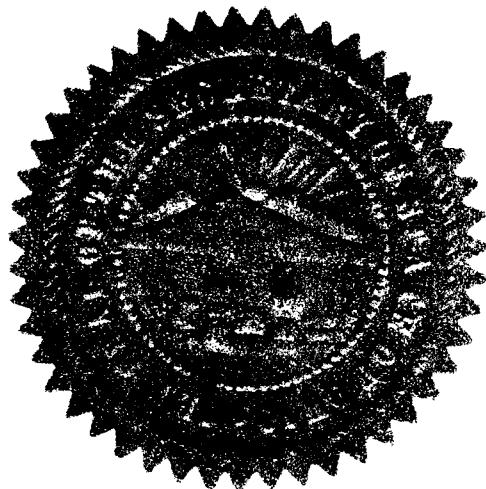
UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,
Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the ARTICLES OF INCORPORATION

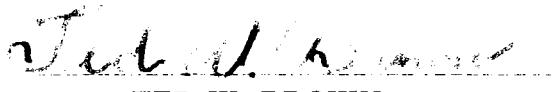
of

THE OHIO MATCH CHARITABLE FOUNDATION

filed in this office on the 25th day of August 1954 A. D.
and recorded in Volume 687 , Page 65 , of the Records of Incorporations.



WITNESS my hand and official seal at Columbus, Ohio, this 23rd day of Feb. ,
A. D. 19 55


TED W. BROWN

Secretary of State



APPROVED
FOR FILING
No. 394-25
Date 8/25/54 25.00
Vol. 687 Page 65

ARTICLES OF INCORPORATION
OF
THE OHIO MATCH CHARITABLE FOUNDATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Law of Ohio, do hereby certify:

ARTICLE I

The name of said Corporation shall be THE OHIO MATCH CHARITABLE FOUNDATION.

ARTICLE II

The place in this State where the principal office of the Corporation is to be located is Wadsworth, Medina County.

ARTICLE III

The purposes for which and for any of which said Corporation is formed are:

- (1) To receive contributions or gifts from The Ohio Match Company and any subsidiary corporation, and others
- (2) To make contributions or gifts to a corporation, trust, or community chest, fund or foundation, created or organized in the United States or in any possession thereof or under the law of the United States, or of any State or Territory, or of the

Vol. 687
page 66

District of Columbia, or of any possession of the United States, organised and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals (but in the case of contributions to a trust, chest, fund, or foundation, only if such contributions or gifts are to be used within the United States or any of its possessions exclusively for such purposes), no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, provided, however, that no part of such contributions or gifts shall be devoted in any way to any other than charitable, scientific, hospital, or educational purposes conducive to the public welfare.

(3) Subject to the conditions and limitations in (2) above, to do all things and exercise all rights and powers permitted to corporations not for profit created under the laws of the State of Ohio, including but without limiting the generality of the foregoing, the right to acquire, hold, use, control and dispose of any kind or kinds of property, and to do any and all things incidental thereto.

ARTICLE IV

The names and addresses of the three persons who are to act as Trustees of the corporation until the selection of their successors and who are to be members of the corporation are as follows:

Bruce W. Eaken
2959 Torrington Road
Shaker Heights 22, Ohio, a citizen of the State of Ohio

Vol. 687 page 67

Arthur Winston
628 Levering Avenue, Apt. C
Los Angeles 24, California, a citizen of the State of California

Harry H. Caughlan
374 Woodlawn Avenue
Wadsworth, Ohio, a citizen of the State of Ohio

The number of persons so named shall constitute the number of Trustees of the corporation until changed by amendment to these Articles of Incorporation, or by amendment to Code of Regulations of the Corporation. Authority is hereby given for the adoption of a provision in the Code of Regulations of the corporation concerning the number of Trustees of the corporation and for any changes therein.

ARTICLE V

The existence of the corporation shall commence with the filing of these Articles of Incorporation in accordance with law and shall thereafter be perpetual.

ARTICLE VI

If this corporation is dissolved at any time and for any reason, the net residue of assets remaining shall not be distributed to the members hereof, but shall be distributed to such persons, corporations, or other organizations who are entitled to receive aid, assistance and support from this corporation during its existence in accordance with the purposes hereinbefore set forth, in such amounts and proportions as the Trustees shall determine.

Vol. 687
page 68

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Ohio, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation.

s/ Bruce W. Eaken

Bruce W. Eaken

s/ Harry H. Caughlan

Harry H. Caughlan

(signed) Arthur Winston
Arthur Winston

STATE OF OHIO)
(ss.
COUNTY OF CUYAHOGA)

On this 20th day of August, 1954, before me Henry C. Harvey, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared BRUCE W. EAKEN, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 20th day of August, 1954.

(SEAL)

Henry C. Harvey
Notary Public in and for the County
of Cuyahoga, State of Ohio

STATE OF OHIO)
(
COUNTY OF MEDINA)

On this 23 day of August, 1934, before me R. M. Hardesty,
a Notary Public in and for said County and State, residing therein, duly
commissioned and sworn, personally appeared HARRY H. CAUGHLAN,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same. Vol. 687

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 23 day of August, 1954.

R. M. Hardesty, Notary Public s/ R. M. Hardesty
My Commission Expires Mar. 25, 1954 **Notary Public in and for the County
of Medina, State of Ohio**

(S.E.A.L.)

STATE OF CALIFORNIA)
(88.
COUNTY OF LOS ANGELES)

On this 2nd day of August, 1954, before me, Julia R. Mayes
a Notary Public in and for said County and State, residing therein, duly
commissioned and sworn, personally appeared ARTHUR WINSTON, known
to me to be the person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal this 3rd day of August, 1954.

August, 1954.
(signed) Julia R. Mayer
Notary Public in and for the County
of Los Angeles, State of California

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My Commission Expires Oct. 17, 1958

STATE OF CALIFORNIA) ss
County of Los Angeles)

(General)

I, HAROLD J. OSTLY, County Clerk and Clerk of the Superior Court of the State of California, in and for the County of Los Angeles, which Court is a Court of Record, having by law a seal, do hereby certify that Julia R. Mayer whose name is subscribed to the attached certificate of acknowledgement, proof or affidavit, was at the time of taking said acknowledgment, proof or affidavit, a Notary Public IN AND FOR LOS ANGELES COUNTY, duly commissioned and sworn and residing in said County, and was, as such, an officer of said State, duly authorized by the laws thereof to take and certify the same, as well as to take and certify the proof and acknowledgement of deeds and other instruments of writing to be recorded in said State, to take depositions and affidavits, and to administer oaths or affirmations, and that full faith and credit are and ought to be given to his official acts; that the certificate of such officer is required to be under seal; that the impression of his official seal is not required by law to be on file in the office of the County Clerk: I further certify that I am well acquainted with his handwriting and verily believe that the signature to the attached certificate is his genuine signature, and further that the annexed instrument is executed and acknowledged according to the laws of the state of California.

IN Witness Whereof, I have hereunto set my hand and annexed the seal of the Superior Court of the State of California, in and for the County of Los Angeles, this 2nd day of August, 1954.

HAROLD J. OSTLY

County Clerk and Clerk of the Superior Court
of the State of California, in and for the
County of Los Angeles.

By s/M Chiechi Deputy
M. CHILCHI

(SEAL)