

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, JAS. H. YOUNG, 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 HAVERFIELD COMPANY

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 13th day of October 1958, a properly authenticated copy of its articles of incorporation, and on the 13th day of October 1958, a designation of Margaret Hiltbrand in the County of Bonneville 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 13th day of October, A.D. 1958.

Secretary of State.

AMENDED ARTICLES OF INCORPORATION
OF
THE HAVERFIELD COMPANY

Ralph F. Haverfield, President, and Paul R. Bowen, Secretary, of The Haverfield Company (an Ohio corporation, hereinafter called the Corporation), with its principal office located at Columbus, Ohio, do hereby certify that a meeting of the holders of the shares of the Corporation entitling them to vote on the proposal to adopt the Amended Articles, as contained in the following resolutions, was duly called and held on the 20th day of December, 1948, at which meeting a quorum of such shareholders was present in person or by proxy, and that by the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of the Corporation on such proposal the following resolutions were adopted:

RESOLVED that the Articles of Incorporation of the Corporation be, and the same hereby are, amended to read as set forth in the following Amended Articles of Incorporation:

AMENDED ARTICLES OF INCORPORATION

OF

THE HAVERFIELD COMPANY

FIRST: The name of the Corporation shall be The Haverfield Company.

SECOND: The place in Ohio where its principal office is to be located is Columbus, in Franklin County, Ohio, and its principal business there transacted.

THIRD: The Corporation is formed for the following purposes:

1. To buy, sell, manufacture, acquire, export, import, hold, own, dispose of and otherwise deal in and with ladies', misses' and children's hats and millinery, milliners' supplies, including fabrics of every description used in the millinery trade, feathers, ribbons, laces, nets, embroideries, veilings, passementeries, ornamental buckles and pins, pompons, tassels, cords, braids, bindings, fringes, tinsel, jet ornaments, artificial fruits, flowers, buds, leaves, vines and similar articles; also, all other ornaments and trimmings useful or suitable in the millinery trade; scarves, artificial cemetery wreaths and other articles of merchandise of a kindred nature, and goods, wares and merchandise in general; to carry on a general wholesale and retail millinery business; to prepare, market, distribute, advertise and otherwise deal in and with all kinds of millinery and millinery findings and supplies, and generally to carry on the business of merchandisers, manufacturers, makers, exporters, importers and dealers in all kinds of millinery goods, millinery specialties, findings and supplies and like products of every kind and description, and goods, wares and merchandise in general.

2. To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible, franchises, rights, licenses or privileges, necessary, convenient, advantageous, appropriate or useful for any of the purposes herein expressed in the conduct of the business of the Corporation.

3. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, develop, operate and introduce and to sell, assign and grant licenses of territorial rights in respect of or otherwise to turn to account or dispose of any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent and applications for letters patent of the United States of America, or of any other country or government, and inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

4. To borrow money for the purposes of the Corporation, and to issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, either real or personal, tangible or intangible, rights and franchises of the Corporation, wheresoever situated, acquired or to be acquired, or to issue bonds, promissory notes or debentures or other obligations, without any such security.

5. To purchase, acquire, subscribe for, guarantee, hold and dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign; and while the owner of such shares, to exercise all the rights, powers and privileges of individual ownership, including the right to vote thereon and with respect thereto, and to receive all dividends or payments thereon, to lend money to or to aid in any lawful manner whatsoever any firm, corporation or association now existing or hereafter to be formed, whose shares, bonds or other obligations, or any part thereof, are held, or in any manner guaranteed by the Corporation, and to do all lawful acts and things to protect, preserve, improve or enhance the value of any such shares, bonds or other obligations, or the property represented thereby; to do any and all lawful acts and things tending to increase the value of any of the property at any time held or controlled by the Corporation; to guarantee the payment of any dividends or of the principal and interest of any bonds or other obligations and the performance of any contracts, agreements and leases by other corporations or associations whose shares, bonds, or any part thereof, are held by the Corporation, or are held or controlled by any subsidiary company in which the Corporation controls the voting shares, which powers shall specifically include the power to execute, as co-maker or guarantor, any of the bonds, notes, or other obligations of any such corporation or subsidiary, as well as the deeds of trust, mortgages, indentures of guaranty or other instruments securing them.

6. To the extent permitted by law, to purchase, retire, redeem, hold, issue, reissue and otherwise dispose of the shares, bonds, promissory notes, debentures or other obligations of the Corporation in such amounts and upon such terms, as the Board of Directors may deem expedient, except as herein otherwise expressly provided.

7. To do all acts requisite or proper to qualify under the laws of, domicile the Corporation in, and to do business in any other state, territory, District of Columbia, dependency or foreign country.

8. In general, to carry on any other lawful business whatsoever in connection with the business of the Corporation, or which is calculated, directly or indirectly, to promote the interests of the

Corporation, or to enhance the value of its business and property, and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the State of Ohio.

It is the intention that, except where otherwise expressed in these Amended Articles, purposes specified in any of the foregoing clauses of these Articles shall not in any wise be limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of these Amended Articles, it being intended that the purposes specified in each of the clauses of this article shall be regarded as independent purposes.

It is also the intention that the purposes specified in said clauses shall be, and shall be construed as, powers as well as purposes; and generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, privileges and authority granted by the General Corporation Act of the State of Ohio, to corporations of the character of this Corporation, and all the powers and authority conferred upon such corporations by the existing laws of the State of Ohio, insofar as not in conflict with said Act, or which may be conferred to all Acts heretofore or hereafter amendatory of said General Corporation Act, or of said laws, or supplemental thereto.

The enumeration of certain powers is not intended to be exclusive or a waiver of, any of the powers, rights, privileges or authority granted or conferred by said General Corporation Act, or the laws of said State of Ohio, now or hereafter in force; and nothing in these Articles shall be construed to limit or restrict in any way any of the powers, rights, privileges and authority granted or conferred by said General Corporation Act or the laws of said State of Ohio, now or hereafter in force.

FOURTH: The total number of shares which the Corporation is authorized to have outstanding shall be 39,100, consisting of 4100, $5\frac{1}{2}\%$ Cumulative Preferred Shares of the par value of \$50 per share, and 35,000 Common Shares, without par value.

The 1340 Common Shares without par value presently issued and outstanding shall be changed in 26,800 Common Shares without par value and 20 of said new Common Shares without par value shall be issued in exchange for and in place of each of the presently outstanding 1340 Common Shares without par value.

FIFTH: The express terms and provisions of the several classes of shares of the Corporation are as hereinafter set forth:

DEFINITIONS

1. The following terms, as used in this Article FIFTH, shall have the following meanings, except as otherwise indicated by the context:

The term "subsidiary" shall mean any corporation a majority of the

outstanding voting shares of which is at the time owned by the Corporation and its other subsidiaries.

The term "wholly-owned subsidiary" shall mean any corporation of which all of the outstanding funded debt and all of the outstanding capital shares, other than directors' qualifying shares, are owned by the Corporation or one or more of its wholly owned subsidiaries.

The term "voting shares" shall mean shares of a corporation entitling the holders thereof to vote for the election of directors of such corporation, whether at all times or only so long as no senior class of shares has such voting power because of default in the payment of dividends or some other default.

The term "junior shares" whenever used with reference to the Cumulative Preferred Shares shall mean any Common Shares and shares of any other class of the Corporation over which the Cumulative Preferred Shares have preference or priority in the payment of dividends or in the distribution of assets on any dissolution, liquidation or winding up of the Corporation.

The term, "funded debt" shall mean, as to a particular corporation, any indebtedness maturing by its terms more than twelve (12) months from the date as of which the amount of funded debt is being determined for the purposes hereof, or any indebtedness extendable or renewable at the option of the obligor to a date more than twelve (12) months from the date as of which the amount of funded debt is being determined for the purposes hereof, and shall include all such indebtedness issued, assumed, or guaranteed by the Corporation or any subsidiary. Without in anywise intending to enlarge or otherwise modify the meaning of the term "funded debt" as herein defined, the same shall not be deemed to include or apply to any leases or any contract obligations (except for money borrowed) entered into or incurred by the Corporation or any subsidiary.

The term "consolidated funded debt" shall mean the aggregate amount of funded debt owed by the Corporation and its subsidiaries as of any time, exclusive of any intercompany indebtedness.

The term "current assets" shall mean and include the following:

(1) Cash on hand and in banks (exclusive of any Sinking Fund money, or moneys deposited in trust for the payment or redemption of any securities), good and collectible notes, accounts and bills receivable and trade acceptances obtained in the ordinary course of business and due within twelve (12) months from the date as of which determination of current assets is being made (excluding all notes, accounts and bills receivable and trade acceptances due from its Subsidiaries) and accrued interest and accrued rentals receivable; provided that from notes, accounts and bills receivable and other accrued and receivable items, there shall be deducted such reserve, if any, as shall be deemed by independent public accountants, in accordance with sound accounting practice, to be adequate to cover all bad and doubtful items. However, there shall be excluded from the foregoing (i) loans to and obligations

of officers, employees and directors of the Company and of its Subsidiaries in excess of \$200 loaned to or owed by any one person and (ii) subscriptions by such persons to securities issued by the Company or any of its Subsidiaries;

(2) Securities issued or guaranteed by the United States, and other readily marketable securities (but not including securities issued or guaranteed by the Company or by any of its Subsidiaries or securities pledged or deposited in accordance with sub-paragraph (b) (ii) of paragraph 8 of this Article FIFTH) valued at cost or market value thereof, whichever is lower;

(3) Merchandise and materials, raw, finished and in process of manufacture, and supplies of all kinds, taken at a value determined in accordance with sound accounting practice;

(4) Surrender value of officers' life insurance policies.

(5) Such other items as may, in accordance with sound accounting practice, be deemed to be current assets; provided, however, that prepaid insurance, the cash surrender value of insurance, other than insurance on the lives of officers, and all other items in the nature of prepaid expenses and deferred charges shall not be considered as included in current assets.

The term "current liabilities" shall mean and include the following:

(1) All indebtedness, secured or unsecured, payable on demand or maturing within one year from the date of the determination of current liabilities; excluding sinking fund obligations as provided for under Article FIFTH hereof for the redemption or purchase for redemption of the Company's outstanding preferred shares;

(2) A proper reserve for Federal taxes on income and all other taxes for which the Company is liable, all computed on an accrual basis;

(3) All interest due and accrued;

(4) Such other items as may in accordance with sound accounting practice be deemed current liabilities.

The term "net current assets" shall mean the excess of Current Assets over Current Liabilities; the term "consolidated net current assets" shall mean net current assets of the Company and its Subsidiaries computed on a consolidated basis in accordance with sound accounting practice.

The term "tangible assets" shall mean all assets other than patents, copyrights, secret processes, formulae, services, good will, going concern value, deferred charges, promotion and organization fees and expenses, unamortized discount and other expenses of financing, trademarks, trade brands, trade names, licenses, franchises and similar assets treated as intangible according to sound accounting practice.

The term "net tangible assets" shall mean all tangible assets after deducting therefrom an amount equal to all liabilities and valuation reserves. Surplus reserves, including reserve for improvements and reserve for inventory declines among others, shall not be considered as liabilities; the term "consolidated net tangible assets" shall mean net tangible assets of the Company and its Subsidiaries computed on a consolidated basis in accordance with sound accounting practice.

The term "consolidated net income" shall mean the amount of consolidated net income of the Corporation and its Subsidiaries determined in accordance with good accounting practice.

The term "outstanding amount" when used in reference to Cumulative Preferred Shares, or any other class of shares of the Corporation preferred over any other class of shares of the Corporation as to the distribution of assets upon the liquidation of the Corporation, shall mean the aggregate amount, other than accrued dividends, payable on involuntary liquidation of the Corporation with respect to all Cumulative Preferred Shares or such other class of shares preferred over any other class of shares then outstanding.

The term "accrued dividends", when used with reference to the Cumulative Preferred Shares, shall mean an amount computed at the annual dividend rate, from the date or dates on which the dividends on such shares became cumulative to the date to which dividends are stated to be accrued less the aggregate of the dividends theretofore and on such date paid thereon.

CUMULATIVE PREFERRED SHARES

2. The rights of holders of Common Shares, or of junior shares of any class of the Corporation, shall be subject to the preferences and other special rights and privileges of the holders of Cumulative Preferred Shares.

3. The holders of Cumulative Preferred Shares, in preference to the holders of Common Shares or of junior shares of any class of the Corporation, shall be entitled to receive, as and when declared by the Board of Directors, cumulative cash dividends at the rate of 5-1/2% per annum and no more, payable in quarterly installments on the 15th days of March, June, September and December in each year. Such dividends on the Cumulative Preferred Shares shall be cumulative from and after the respective dates of issuance, and shall be paid, or shall be declared and a sum sufficient for the payment thereof set apart, before any dividends shall be declared or paid on the Common or junior shares.

4. The Cumulative Preferred Shares shall be preferred as to assets over the Common Shares and junior shares of any class of the Corporation so that the holders of Cumulative Preferred Shares shall be entitled to have set apart for them, or to be paid, out of the assets of the Corporation before any distribution is made to or set apart for the holders of any of such other classes of shares an amount in cash equal to and in no event more than (a) in the event of the voluntary liquidation, dissolution or winding up of the Corporation, the redemption price (otherwise than for any sinking fund) of the Cumulative Preferred Shares which would have been in effect at the time of the distribution or pay-

ment date if there had been no such liquidation, dissolution or winding up, or (b) in the event of the involuntary liquidation, dissolution or winding up of the Corporation, the sum of \$50 per share, plus in either case a sum equal to all accrued and unpaid dividends thereon, whether or not earned or declared.

If, upon any such liquidation, dissolution or winding up of the Corporation, the net assets available for distribution upon the Cumulative Preferred Shares shall be insufficient to permit the payment in full to the holders of all outstanding Cumulative Preferred Shares of the Preferential amounts to which such holders shall be entitled in such event, then the entire net assets of the Corporation available for such distribution shall be distributed ratably to the holders of all outstanding Cumulative Preferred Shares in proportion to the full preferential amounts to which the holders thereof are entitled in such event.

A liquidation, dissolution or winding up of the Corporation, as such terms are used herein, shall not be deemed to be occasioned by or to include (a) any consolidation or merger of the Corporation with or into any other corporation or corporations, or (b) any sale or transfer of all or substantially all of the properties and assets of the Corporation to any other corporation pursuant to a plan or arrangement which shall provide for the receipt by the Corporation or its shareholders, as all or the major portion of the consideration for such sale, exchange or transfer, of securities of such other corporation or corporations or of any company or companies subsidiary to, controlled by, or affiliated with such other corporation or corporations; provided, however, that such consolidation or merger, sale or transfer shall not be in violation of the express terms and provisions of the Cumulative Preferred Shares.

5. Subject to the provisions of paragraph j of Subdivision 8 of this Article FIFTH, the Corporation, at its option to be exercised by the Board of Directors, may at any time redeem the whole, or from time to time may redeem any part, of the Cumulative Preferred Shares by paying therefor, and the holders shall be entitled to receive in respect thereof, in cash, an amount per share hereinafter in this Subdivision 5 referred to as the "redemption price". The redemption price shall be \$52.50 per share if redeemed before December 15, 1950, with successive reductions of \$.50 per share in such redemption price on December 15, 1950, and on each December 15 in 1952, 1954, 1956 and 1958 to \$50 per share, and at \$50 per share thereafter plus, in each case, accrued and unpaid dividends thereon, whether or not earned or declared. If less than all of the outstanding Cumulative Preferred Shares are to be redeemed, the shares to be redeemed shall be selected either by lot or pro rata in such manner as may be prescribed by resolution of the Board of Directors. Notice of each such redemption of Cumulative Preferred Shares shall be given by publication at least once in each of two successive calendar weeks in a newspaper printed in the English language and customarily published on each business day and of general circulation in the City of Columbus, Ohio, the first publication to be not less than thirty (30) days nor more than sixty (60) days prior to the date fixed for such redemption.

On or after the date of redemption stated in such notice (sometimes)

referred to in this Subdivision 5 as the "redemption date"), each holder of Cumulative Preferred Shares called for redemption shall surrender his certificate or certificates for such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price together with all accrued and unpaid dividends on such shares to the redemption date. In case less than all the shares represented by any such surrendered certificates are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after the redemption date, unless default shall be made by the Corporation in providing moneys at the time and place specified for the payment of the redemption price together with all accrued and unpaid dividends thereon to the redemption date or, if the corporation shall so elect, from and after a date (which shall be prior to the redemption date and which, together with the fact of such election, shall be set forth in the notice of redemption) on which the Corporation shall provide moneys for the payment of the redemption price of all Cumulative Preferred Shares being redeemed together with all accrued and unpaid dividends thereon to the redemption date, by depositing the amount thereof as a trust fund for the account of the holders of the Cumulative Preferred Shares entitled thereto, with a bank or trust company doing business in the City of Columbus, Ohio, and having capital and surplus of at least \$1,000,000, all dividends on the Cumulative Preferred Shares called for redemption as aforesaid, notwithstanding that the certificates representing any such shares shall not have been surrendered, shall cease to accrue and all rights of the holders thereof as shareholders of the Corporation, except only the right, upon surrender of certificates therefor, to receive the redemption price thereof together with all accrued and unpaid dividends thereon to the redemption date, all without interest, shall cease and terminate and such shares shall not be deemed to be outstanding for any purpose. Any moneys so deposited which shall not be required for such redemption because of the exercise of any options or rights of conversion or otherwise subsequent to the date of such deposit, shall be returned forthwith to the Corporation.

At least thirty days prior to the date on which Cumulative Preferred Shares are to be redeemed, notice of the proposed redemption shall be mailed to the holders of record of the shares to be redeemed, such notice to be addressed to each said shareholder at his Post Office address as shown on the records of the Corporation and the time of mailing such notice shall be deemed to be the time of the giving thereof; but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceeding for the redemption of any shares so to be redeemed.

Any moneys so deposited and remaining unclaimed at the end of six years from the redemption date shall, if thereafter requested by resolution of the Board of Directors, be repaid to the Corporation, and in the event of such repayment to the Corporation, such holders of the Cumulative Preferred Shares so called for redemption as shall not have made claim against such moneys prior to such payment to the Corporation shall be deemed to be unsecured creditors of the Corporation for an amount equivalent to the amount deposited as above stated for the redemption of such shares and so repaid to the Corporation, but shall in no event be entitled to any interest. Any interest accrued on any funds so deposited shall belong to the Corporation and be paid to it from time to time.

6. So long as any Cumulative Preferred Shares are outstanding, the Corporation (provided that no dividend arrears then exist on the Cumulative Preferred Shares, and to the extent that it shall have funds legally available therefor) shall, during the year beginning January 1, 1950, and during each year, beginning January 1, thereafter, use in the purchase and redemption of Cumulative Preferred Shares (so far as the same can be done without purchasing or redeeming a fractional share), an amount equal to \$7,500 or fifteen per cent (15%) of the consolidated net income after provision for federal taxes and after dividends on the Cumulative Preferred Shares paid and accrued, of the Corporation and its Subsidiaries for the preceding fiscal year, whichever is the lesser amount, for retirement through the sinking fund and such shares so purchased for the sinking fund shall be redeemed on or before August 31st in the year in which they were purchased. If less than the number of shares which the Corporation should purchase under the foregoing provisions shall have been retired for the sinking fund, such deficiency in the number of such shares which should have been retired shall be deemed to be an arrearage and until subsequently made good, the provisions of subdivision 9 of Article FIFTH of the Articles of Incorporation, as amended, shall apply.

Within five months after the close of the fiscal year ending December 31, 1949, and after the close of each fiscal year ending December 31 thereafter, the Corporation shall cause an independent, certified public accountant, selected by the Corporation, to determine in writing the amount of net income of the Corporation for such fiscal year and the amount thereof required, on the basis thereof, to be expended pursuant to the provisions of this paragraph, and shall file a copy of such written determination with the Corporation.

The sinking fund redemption price of the Cumulative Preferred Shares shall be the sum of \$52.00 per share, if redeemed before December 15, 1950, with successive reductions of \$.50 per share in such redemption price on December 15, 1950, and on each December 15 in 1952 and 1954 and with successive reductions of \$.25 on each December 15 in 1956 and 1958 and thereafter at par, together in every case with any accrued and unpaid dividend. Shares acquired by purchase or redemption (except through the sinking fund) at any time (whether or not retired) and not theretofore applied to the sinking fund, may be surrendered and applied to the sinking fund at any subsequent time and thereupon the Corporation shall be credited on its sinking fund obligation with an amount equal to the par value of such shares or the cost thereof to the Corporation whichever is the greater, but not in excess of the then current sinking fund redemption price, of the shares so surrendered and applied. Shares surrendered and applied to (including shares redeemed through) the sinking fund shall not be reissued and the Corporation shall cause its stated capital and the authorized number of shares to be reduced accordingly in the manner provided by law. Shares to be redeemed for the sinking fund may be redeemed in the manner set forth in Subdivision 5 of Article FIFTH of the Articles of Incorporation of the Corporation.

7. Except as hereinafter otherwise provided and except as provided by statute, the holders of Cumulative Preferred Shares shall have no right to vote for the election of directors or for any other purpose or to receive any notice of any meeting of shareholders. In case at any time preferred dividends on the Cumulative Preferred Shares shall be in

arrears, in an amount equivalent to five or more full quarterly dividend payments or any annual sinking fund payment required to be made under the express terms and provisions of the Cumulative Preferred Shares shall be in arrears and such arrearage shall have continued for a period of 30 days, then during the period (hereinafter called the "Voting Period") until the time when all arrearages in preferential dividends on the Cumulative Preferred Shares shall have been paid and the full preferential dividend on the Cumulative Preferred Shares for the then current quarterly dividend period shall have been declared and paid or set aside for payment, and all arrearages of sinking fund payments required to be made under the express terms and provisions of the Cumulative Preferred Shares shall have been made good, at any meeting of the shareholders of the Corporation held for the election of directors during the Voting Period the holders of Cumulative Preferred Shares then outstanding represented in person or by proxy at said meeting shall be entitled, as a class, to the exclusion of the holders of all other classes of shares of the Corporation, to elect a majority of the authorized number of directors constituting the whole Board of Directors, each Cumulative Preferred Share entitling the holder thereof to one vote except as otherwise provided by statute.

The term of office of all persons who may be directors of the Corporation at the commencement of a Voting Period shall terminate upon the election of any new directors at a special meeting of shareholders which may be held as hereinafter provided, or at the next annual meeting of shareholders following such commencement, if such a special meeting is not held. If an annual meeting of shareholders is not scheduled to be held according to the Code of Regulations of the Corporation within a period of six months after the commencement of a Voting Period, then a special meeting of all shareholders may be held for the purpose of electing directors at any time during such Voting Period prior to the next ensuing annual meeting of shareholders upon proper notice to all shareholders entitled to vote at said meeting, and such special meeting shall be called by a proper officer of the Corporation upon written request of the holders of record of at least ten per cent of the outstanding Cumulative Preferred Shares sent by registered mail to the Secretary of the Corporation at the principal executive office of the Corporation, or in default of the calling of such meeting within ten days after the receipt of such request, such meeting may be called on similar notice by any holder of record of Cumulative Preferred Shares. During any Voting Period any holder of record of Cumulative Preferred Shares shall have the right, during regular business hours, in person or by a duly authorized representative, to examine the Corporation's records of the holders of Cumulative Preferred Shares for the purpose of communicating with other holders of such shares with respect to the exercise of such right to vote and elect Directors, and to make a list of such holders. Whenever the right to elect directors is vested in the Cumulative Preferred Shares, the time of the annual meeting of shareholders as set forth in the Code of Regulations of the Corporation shall not be changed. At any meeting (whether annual or otherwise) 35% of the outstanding Cumulative Preferred Shares shall be necessary and sufficient to constitute a quorum for the election by the holders of shares of such class of the designated directors which such holders shall be entitled to elect as aforesaid, and at any such meeting (whether annual or otherwise) the election by Cumulative Preferred Shares of its designated directors shall be valid notwithstanding that a quorum of any other class or classes of shares may not be present or represented at such meeting; provided, however, that if less than a quorum of Cumulative Preferred Shares is present at the meeting, holders of Cumulative Preferred Shares present or represented at the meeting may adjourn such meeting from time to time for the purpose

of the election at such adjourned meeting by holders of Cumulative Preferred Shares of such designated directors but the right of holders of shares of other classes to elect directors at such meeting shall not be affected. Failure of the holders of the Cumulative Preferred Shares to elect directors at any meeting (whether annual or otherwise) at which the holders of the Cumulative Preferred Shares have the right to vote as a class for directors shall not be construed as a waiver of such right. The holders of the Cumulative Preferred Shares may throughout any Voting Period exercise the right given them hereunder in the manner aforesaid at any and all annual meetings or at any and all special meetings of shareholders at which directors may be elected.

Upon any termination of any Voting Period, the term of office of all directors then in office shall terminate upon the election of their successors at a meeting (whether annual or special) of the holders of shares of the Corporation of any class or classes entitled to vote for directors after the termination of the Voting Period. A special meeting for such purpose may be held at any time after such termination, upon the same notice as is required for the annual meeting of shareholders, and shall be called by a proper officer of the Corporation upon written request of any holder of record of shares of any such class, sent by registered mail to the Secretary at the principal executive office of the Corporation, or in default of the calling of such meeting within ten days after the receipt of such request, such meeting may be called on similar notice by any holder of record of shares of any such class.

8. So long as any Cumulative Preferred Shares are outstanding, the Corporation, without the affirmative vote at an annual meeting, or a special meeting called for that purpose, at which meeting the holders of the Cumulative Preferred Shares shall vote separately as a class, of the holders of not less than two-thirds of the Cumulative Preferred Shares at the time outstanding, shall not take or permit the taking of any of the following actions:

(a) Any increase in the authorized number of the Cumulative Preferred Shares; or the creation or any increase in the authorized number of any class of shares ranking prior to or on a parity with the Cumulative Preferred Shares as to dividends or distributions, or the creation or authorization of any securities convertible into any such shares.

(b) The creation of any lien (including any indebtedness or obligation secured by lien) on any asset of the Corporation or of any subsidiary; provided, however, that this restriction shall not apply to

(1) the giving of any purchase money lien (including any obligation or indebtedness secured thereby) on any property or assets acquired after September 15, 1948 by the Corporation or such subsidiary (unless such property or assets shall be acquired from the Corporation or a subsidiary), the execution of any conditional sales contract, or the giving of any lien (including any obligation or indebtedness secured thereby) in connection with improvements made to real property so acquired by the Corporation or such subsidiary, or the assumption of any lien (including any obligation or indebtedness secured thereby) existing on property or assets so acquired by the Corporation or such subsidiary at the time of such acquisition, provided

that the amount of the indebtedness secured by each such lien or conditional sales contract shall not exceed 75% of the cost (including the indebtedness so created) to the Corporation or such subsidiary of the property involved, including any improvements thereon, or of the fair market value thereof (as determined by the Board of Directors, whose determination shall be conclusive in the absence of bad faith), whichever is less, and provided that the foregoing exception shall not apply to the creation of any such permitted liens including conditional sales contracts, in excess of an aggregate principal amount at any one time outstanding of \$75,000; or the extension, renewal or re-funding of any lien or conditional sales contract theretofore so given or assumed (or of any obligation or indebtedness secured thereby) or of any mortgage lien existing on September 15, 1948;

(ii) any deposit or pledge of property or assets or the giving of any other form of security under any contract, or with or to any judicial, governmental or other public official, or with or to any other person, firm or corporation whatsoever, incurred in the regular course of business not involving the borrowing of money or the securing of indebtedness; or

(iii) the creation of any lien by an subsidiary to secure indebtedness to the Corporation or a wholly owned subsidiary;

(c) The incurring, assumption or guarantee by the Corporation of any funded debt; provided, however, that this provision shall not prevent the Corporation from having outstanding (i) funded debt in an aggregate principal amount not exceeding \$100,000 at any one time; or (ii) funded debt secured by a lien permitted under paragraph (b) of this Subdivision.

(d) The incurring, assumption or guarantee by any subsidiary of any funded debt, or of any indebtedness for money borrowed, except that this provision shall not prevent the incurring, assumption or guarantee of any indebtedness to the Corporation or a wholly-owned subsidiary or of any indebtedness secured by a lien permitted under paragraph (b) of this Subdivision;

(e) The guarantee by the Corporation or any subsidiary of any stock or dividend on stock of any other corporation;

(f) The issuance or sale by any subsidiary of any of its capital shares now or hereafter authorized except to the Corporation or to a wholly-owned subsidiary, except that this provision shall not prevent the issuance or sale of additional common shares of an existing class of any subsidiary to any holders thereof so long as the respective pro rata interests of the Corporation and its other subsidiaries in such class of common shares of such subsidiary existing immediately prior to such issuance or sale is maintained;

(g) The disposition of any indebtedness or shares of any subsidiary by the Corporation or any other subsidiary (except to the Corporation or a wholly-owned subsidiary), unless all indebtedness

and shares of such first mentioned subsidiary then owned by the Corporation and its other subsidiaries shall be disposed of at the same time; or the disposition by any subsidiary, except to the Corporation or a wholly-owned subsidiary, of funded debt of the Corporation;

(h) The Voluntary liquidation, dissolution or winding up of the Corporation, or the sale, lease, conveyance or transfer of all or substantially all of the property or business of the Corporation;

(i) The merger or consolidation of the Corporation into or with any other corporation, unless the corporation surviving or resulting from such merger or consolidation will have after such merger or consolidation no class of shares and no other securities or funded debt, either authorized or outstanding, ranking prior to or on a parity with shares corresponding to the Cumulative Preferred Shares except the same number of shares and the same amount of other securities and amount of funded debt as, and with no greater rights and preferences than, the shares, securities and funded debt of the Corporation respectively authorized and outstanding immediately preceding such merger or consolidation, and unless each holder of the Cumulative Preferred Shares immediately preceding such merger or consolidation shall receive the same number of shares, with substantially the same rights and preferences, of the surviving or resulting corporation, except that the surviving or resulting corporation may have authorized and outstanding such additional funded debt as the Corporation would have been permitted to authorize and issue under the provisions of these Articles without the consent of the holders of the Cumulative Preferred Shares required by this Subdivision if such merger or consolidation had not taken place;

(j) The redemption or purchase by the Corporation or any subsidiary of less than all of the Cumulative Preferred Shares at the time outstanding, unless the full dividends on the Cumulative Preferred Shares for all past dividend periods shall have been declared and paid, or a sum sufficient for the payment thereof set apart and unless all sinking fund requirements, if any, for Cumulative Preferred Shares, shall have been met;

(k) The amendment of any of the provisions of these Articles or any amendment to any such amendment so as to affect adversely the rights or privileges of the Cumulative Preferred Shares.

9. So long as any of the Cumulative Preferred Shares are outstanding, no dividend or other distribution (except in junior shares) shall be declared or paid on any junior shares nor shall any junior shares be purchased, redeemed or otherwise acquired by the Corporation or by any subsidiary except in connection with a refunding or an exchange of any junior shares through the issuance of other junior shares, unless

(a) dividends on all outstanding Cumulative Preferred Shares for all past quarterly dividend periods shall have been paid and the full dividend thereon for the then current dividend period shall have been paid or declared and set apart for payment;

(b) the Corporation shall not then be in arrears in respect of any sinking fund requirement for Cumulative Preferred Shares;

(c) after any such declaration, payment or other distribution, Consolidated Net Current Assets of the Corporation shall be not less than One Hundred Fifty Thousand Dollars (\$150,000) and Consolidated Net Tangible Assets thereof shall be not less than Five Hundred Thousand Dollars (\$500,000), and

(d) after giving effect to such transaction the aggregate of

(i) the amount of \$45,000 plus the aggregate amount of consolidated net income arising after June 30, 1948, plus

(ii) the aggregate net proceeds received by the Corporation from the issue or sale after June 30, 1948, of any junior shares (other than junior shares issued in exchange for any junior shares)

shall be at least equal to the sum of

(x) all amounts paid or accrued and unpaid for dividends on Cumulative Preferred Shares after the date of issue thereof; and

(y) all dividends paid or declared and all other distributions made on any other class of shares of the Corporation after June 30, 1948 (except in junior shares);

provided, however, that the restrictions set forth in this Subdivision 9 shall not prevent the payment of any dividends within sixty days after the date of declaration thereof, if at said date such declaration complied with the provisions of this Subdivision 9.

For the purpose of clause (ii) above, the term "net proceeds" shall mean the net cash proceeds and the net fair value of considerations other than cash as determined by the Board of Directors, whose determination with respect to such fair value, in the absence of bad faith, shall be conclusive and final.

COMMON SHARES

Subject to the express terms and provisions of the Cumulative Preferred Shares, the holders of the Common Shares shall be entitled to receive such dividends and distributions as may be declared from time to time by the Board of Directors of the Corporation to the extent from time to time permitted by law.

After the distribution in full of the preferential amounts required by the express terms and provisions of the Cumulative Preferred Shares to be distributed to the holders of such Cumulative Preferred Shares in the event of the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the Corporation, the holders of the Common Shares shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders.

AS TO ALL CLASSES OF SHARES

At all meetings of the shareholders of the Corporation, every holder of shares of any class in which is then vested voting rights shall have one

vote for each share then held by him, except that at any meeting for the election of directors at which cumulative voting is required in accordance with the provisions of any applicable statute, the holders of shares of any class entitled to vote for the election of directors at such meeting may cumulate his votes for the election of directors by such class in the manner provided by statute.

In the event a vacancy shall occur for any reason among the designated directors of any class, such vacancy may be filled by the designated director or a majority of designated directors of such class then in office.

The certificate of any independent certified public accountant of recognized standing, selected by the Board of Directors of the Corporation, shall be conclusive evidence of the correctness of any computation made under the provisions of this Article FIFTH. In the absence of bad faith or gross negligence, the Board of Directors and officers of the Corporation shall be conclusively entitled to rely in making any such computation upon any certificate made by any officer of the Corporation from time to time charged with the duty of supervising the books of account of the Corporation.

No holder of shares of the Corporation of any class 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 subscribe for or purchase 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, whether now or hereafter authorized, except such rights of subscription 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.

The express terms and provisions of the several classes of shares of the Corporation shall include, in so far as they may be applicable, the remaining provisions of these Articles.

SIXTH: Except as herein otherwise provided, shares without par value now or hereafter authorized may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may so far as may be lawful fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or proportion of the amount or amounts of consideration which shall be received by the Corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which, as fixed by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

SEVENTH: Notwithstanding any provisions of the General Code 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 provided by statute or by the express terms and provisions of the outstanding Cumulative Preferred Shares of the Corporation, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes of shares.

EIGHTH: The amount of stated capital at the time of filing these Amended Articles of Incorporation is One Hundred One Thousand Nine Hundred Ten and 30/100 Dollars (\$101,910.30).

NINTH: Except as herein otherwise provided, the Corporation shall have authority, to be exercised by its Board of Directors, and without the written consent or approving vote of the holders of any class or classes of shares of the Corporation, to issue warrants and grant rights or options to subscribe for or to purchase shares of any class or classes junior to the Cumulative Preferred Shares and which are authorized by the Articles of the Corporation or which may be authorized by the shareholders of the Corporation as provided by law, at such amount or amounts of consideration, at such time or times and on or subject to such terms, provisions and conditions as may be fixed or agreed upon by the Board of Directors, and set forth in such warrants or in the contracts or instruments (any of which warrants, contracts or instruments may be transferable or non-transferable, separable or inseparable from securities) evidencing such rights or options, provided, however, that the Board of Directors, in exercising such authority, shall act in accordance with and subject to the General Corporation Act of the State of Ohio now in effect or hereafter enacted.

TENTH: In addition to any rights conferred upon it by statute, the Corporation shall have the right to amend these Articles so as to change the purpose or purposes for which it is formed and/or to add thereto, but nothing in this Article TENTH shall be deemed to deprive dissenting shareholders of their rights under G. C. Sec. 8623-14 and 8623-72.

ELEVENTH: Those Amended Articles of Incorporation shall supersede and take the place of the heretofore existing Articles of Incorporation of the Corporation and all amendments thereto.

RESOLVED FURTHER that the foregoing Amended Articles of Incorporation, which shall supersede and take the place of the existing Articles of Incorporation and all amendments thereto be, and they hereby are, in all respects authorized, approved and adopted.

RESOLVED FURTHER, that the President or a Vice-President and the Secretary, or an Assistant Secretary, be, and they hereby are authorized to execute and to file in the office of the Secretary of State of the State of Ohio a certificate containing a copy of these resolutions and to execute, deliver and file any other certificate or instrument which they may deem necessary or appropriate to render effective or otherwise fully to carry out the intent and purposes of these resolutions.

IN WITNESS WHEREOF, the said Ralph F. Haverfield, President, and Paul R. Bowen, Secretary, of The Haverfield Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of the Corporation to be hereunto affixed this 23rd day of December, 1948.

THE HAVERFIELD COMPANY

By Ralph F. Haverfield
President

By Paul R. Bowen
Secretary

37255

THE HAVERFIELD COMPANY

1100 2100

CERTIFICATE OF AMENDMENT TO ARTICLES

BY BOARD OF DIRECTORS

VOL 600 PAGE 304

Handwritten notes: 11/15/50, 75, 04

R. F. Haverfield, President, and P. K. Bowen, Secretary of The Haverfield Company, an Ohio corporation, with its principal office located at Columbus, Ohio, do hereby certify that a meeting of the Board of Directors of said Corporation was duly called and held on the 13th day of November, 1950, at which meeting a quorum of such directors was present, and that at such meeting the following resolution of amendment to Amended Articles of Incorporation was duly adopted under authority of Sub-division 2(c) of A. C. Sec. 6023-15:

WHEREAS by its Amended Articles of Incorporation, The Haverfield Company is authorized to issue and have outstanding 39,100 shares consisting of 4100 5-1/2% Cumulative Preferred Shares of the par value of 150.00 per share, and 35,000 shares, without par value, and

WHEREAS, under the express terms and provisions of the said 5-1/2% Cumulative Preferred Shares, all said shares surrendered and applied to the sinking fund shall not be reissued and the corporation shall cause the authorized number of shares to be reduced by the number of shares so surrendered and applied to the sinking fund, and

WHEREAS this corporation has retired and cancelled 84 of its 5-1/2% Cumulative Preferred Shares through the sinking fund,

Now, therefore, BE IT RESOLVED that the number of 5-1/2% Cumulative Preferred Shares of the par value of 150.00 per share, be and the same hereby is decreased from 4100 to 4016, and that for the purpose of effecting such decrease, Article XXVIII of the Amended Articles of Incorporation be, and the same hereby is, amended to read as follows:

ARTICLE XXVIII: The total number of shares which the Corporation is authorized to have outstanding shall be 39,016, consisting of 4016 5-1/2% Cumulative Preferred Shares of the par value of 150.00 per share, and 35,000 common shares without par value.

RESOLVED FURTHER that the certificate of amendment to the Amended Articles of Incorporation submitted to this meeting be, and the same hereby is, in all respects approved, authorized and adopted.

RESOLVED FURTHER that the President and Secretary of the Corporation be, and they hereby are, authorized and directed to execute and file in the office of the Secretary of State of the State of Ohio said certificate of amendment and to execute, deliver and file any other certificate or instrument which they may deem necessary or appropriate to render effective or otherwise to carry out the intent and purposes of these resolutions.

IN WITNESS WHEREOF, said R. F. Haverfield, President, and P. K. Bowen, Secretary of The Haverfield Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of said Corporation to be hereunto affixed, this 13th day of November, 1950.

President

Secretary

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

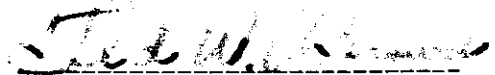
AMENDED ARTICLES OF INCORPORATION of

**THE HAVERFIELD COMPANY, filed Dec. 28, 1948;
recorded in Vol. 563, Page 632: and**

CERTIFICATE OF AMENDMENT of said company

filed in this office on the 20th day of April 1951
and recorded in Volume 609, Page 361, of the Records
of Incorporations.

WITNESS my hand and official seal, at
Columbus, this 27th day of
August A.D. 1958



TED W. BROWN,
Secretary of State.

