

CT CORPORATION

PO 6000077635

Continental Midwest Financial, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 JUL 17 PM 12:07  
DIVISION OF CORPORATIONS

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

7/17/02

Order#: 5483841

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

J. SMITH JUL 17 2002

**ARTICLES OF INCORPORATION  
OF  
CONTINENTAL MIDWEST FINANCIAL, INC.**

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- FIRST:** The name of this Corporation shall be Continental Midwest Financial, Inc.
- SECOND:** The street address of the initial principal office and, if different, the mailing address of the Corporation is 6457 Reflections Drive, Suite 200, Dublin, Ohio 43017.
- THIRD:** The purpose of the Company is to function as a financial services holding company.
- FOURTH:** The maximum number of shares which the Corporation is authorized to have outstanding shall be 40,000,000 of which 20,000,000 shares shall be designated as Common Stock without par value and 20,000,000 shares shall be designated as Preferred Stock without par value. The Common Stock shall be further classified as 16,000,000 shares of Class A Common Stock, 2,000,000 shares of Class B Common Stock, and 2,000,000 shares of Class C Common Stock. The Preferred Stock shall be further classified as 10,000,000 shares of Class A Preferred Stock and 10,000,000 shares of Class B Preferred Stock.

**A. Class A Preferred Stock.** The express terms and provisions of the shares classified and designated as Class A Preferred Stock are as follows:

1. ***Dividends.*** The holders of Class A Preferred Stock shall be entitled to receive cash dividends payable in preference to all other shareholders annually on each anniversary date of the issuance of such shares at the rate of \$8.50 per share of Class A Preferred Stock, per annum. Such dividends shall be cumulative, and no dividend shall be paid on the shares of any other class unless the current annual dividend, and all arrears of dividends, if any, on the shares of Class A Preferred stock shall have been paid, or provisions shall have been made for the payment thereof, but the holders of said shares shall at no time receive or be entitled to any other further dividend of any kind (except any liquidation payment pursuant to paragraph A. 2 below).
2. ***Liquidation Preference.*** In the event of any voluntary or involuntary liquidation or dissolution of the Corporation, each share of Class A Preferred Stock shall entitle its holder to a liquidation or dissolution payment from the assets remaining after paying the debts and liabilities of the Corporation, in the amount of \$100.00 per share, plus a sum equal to any accumulated and unpaid dividends on such shares, plus a pro rated portion (pro rated to the date of liquidation or dissolution) of the next regular

succeeding annual dividend, if any, which would otherwise have been paid on such shares, before holders of Common Stock shall be entitled to receive any payment on account of their shares. If upon liquidation or dissolution of the Corporation its assets are not sufficient to pay in full the amounts required to be paid herein to the holders of Class A Preferred Stock, each holder of Class A Preferred Stock shall participate ratably in the distribution of assets in the proportion which the number of shares of Class A Preferred Stock held by such holder bears to the total number of shares of Class A Preferred Stock issued and outstanding.

3. **Redemption.** Subject to any applicable limitations of law, the Corporation shall have the right, commencing on the first anniversary date of the original issuance of the Class A Preferred Stock and continuing thereafter, to call and redeem the Class A Preferred Stock, and the holder(s) of the Class A Preferred Stock shall have the right to require the Corporation to redeem the Preferred Stock, as follows:

- (a) If the Corporation elects to redeem Class A Preferred Stock, or if the holders of a majority of the outstanding Class A Preferred Stock request redemption in writing, the Corporation shall give the holders of the Class A Preferred Stock to be redeemed 15 days written notice by certified mail of the intended redemption, which notice shall state the place at which and the time by which (to be not more than 30 days after the date of notice) the certificates for the Class A Preferred Stock to be redeemed must be returned to the Corporation.
- (b) Upon redemption, each share of Class A Preferred Stock shall entitle its holder to \$100.00, plus a sum equal to any accumulated and unpaid dividends on such share, plus a pro rated portion (pro rated to the date of redemption) of the next regular succeeding annual dividend which would have otherwise been paid on such share. The redemption price shall be paid in cash at the time of delivery of the certificates representing the shares to be redeemed; provided, however, that the Corporation and any holder of Class A Preferred Stock may by contract or other agreement provide for an alternative manner by which the Corporation may pay the redemption price.

- (c) Unless otherwise consented to in writing by the holder(s) of all outstanding Class A Preferred Stock, the Corporation shall not be entitled, as a matter of right, to redeem more than 8,800 shares of Class A Preferred Stock in any one calendar year. Unless otherwise consented to by the Corporation, the holder(s) of the Preferred Stock shall not be entitled, as a matter of right, to require redemption of more than 8,800 shares of Preferred Stock in any one calendar year.

- 4. **Voting Rights.** Except as otherwise required by law, no share of Class A Preferred Stock shall entitle the holder thereof to any vote in any matter submitted to shareholders for their vote, consent or approval.

**B. Class B Preferred Stock.** The preferences and relative, participating, optional and other special rights of Class B Preferred Stock and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes of stock of the Corporation already outstanding; the terms of Class B Preferred Stock shall be as specified in an amendment or amendments hereof made by action of the Board of Directors without shareholder approval and the Board of Directors of the Corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of shares of Class B Preferred Stock, the designations, preferences and relative, participating optional and other special rights, or the qualifications, limitations or restrictions thereof, of the Series B Preferred Stock, including but without limiting the generality of the foregoing, the following:

- 1. **Dividends.** The rate and times at which, and the terms and conditions pursuant to which, dividends on the Series B Preferred Stock shall be paid;
- 2. **Conversion.** The rights, if any, of holders of Series B Preferred Stock to convert the same into, or exchange the same for, other classes of stock of the Corporation and the terms and conditions of such conversion or exchange;
- 3. **Redemption.** The redemption price or prices and the time at which, and the terms and conditions on which, Class B Preferred Stock may be redeemed;

4. **Liquidation Preference.** The rights of the holders of Class B Preferred Stock upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the Corporation;
5. **Voting.** The voting power, if any, of the Class B Preferred Stock, except that in no event may the Board grant the holders of Series B Preferred Stock voting rights superior to the voting rights of any other existing class of stock authorized for issuance by the Corporation; and
6. **Sinking Fund.** The terms of the sinking fund or redemption purchase account, if any, to be provided for the Class B Preferred Stock.

C. **Common Stock.** The terms and conditions of Class A Common Stock, Class B Common Stock and Class C Common Stock shall be identical to one another in all respects except as expressly set forth below. Such terms and conditions are as follows:

1. **Voting.** Each share of Class A Common Stock shall be entitled to one vote on all matters submitted for the vote or approval of the Corporation's shareholders.
2. **Preferences.** The preferences of each share of Class A Stock with respect to dividend payments and distributions of the Corporation's assets upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preferences of every other share of Class A Common Stock from time to time outstanding in every respect and subordinate in right to such preferences of all of the shares of Preferred Stock and prior in right to all other classes of Common Stock of the Corporation, whether now or hereafter authorized. The preferences of each share of Class B Common Stock with respect to dividend payments and distributions of the Corporation's assets upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preferences of every other share of Class B Common Stock from time to time outstanding in every respect and subordinate in right to such preferences of all of the shares of Class A Common Stock and to all Preferred Stock, and prior in right to such preferences of all other classes of Common

Stock of the Corporation, whether now or hereafter authorized. The preferences of each share of Class C Common Stock with respect to dividend payments and distributions of the Corporation's assets upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preferences of every other share of Class C Common Stock from time to time outstanding in every respect and subordinate in right to such preferences of all other shares of Common Stock and Preferred Stock of the Corporation.

3. **Liquidation Rights.** In the event of any voluntary or involuntary liquidation or dissolution of the Corporation, subject to the prior rights of the Preferred Stock and in accordance with the priority of preferences established in paragraph C.2 above, each share of Common Stock shall entitle its holder to a liquidation or dissolution payment from the assets remaining after paying the debts and liabilities of the Corporation, in an amount equal to the price at which the Corporation originally issued each such share. If upon liquidation and dissolution of the Corporation its assets are not sufficient to pay in full the amounts herein to the holders of any class of Common Stock (after having paid in full all classes of Common Stock and Preferred Stock having prior preferential rights), each holder of such class of Common Stock shall participate ratably in the distribution of assets in the proportion which the number of shares of such class held by each holder thereof bears to the total number of shares of such class then issued and outstanding.
4. **Conversion.** Both Class B and Class C Common Stock converts to Class A Common Stock at a rate of 25% per year, commencing February 28<sup>th</sup>, 2003.
5. **Other Rights.** Subject to the express terms and provisions of the shares designated as Preferred Stock, the holders of the shares of Common Stock shall have all other rights, interests, powers and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications or limitations thereof.

FOURTH: The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of the initial registered agent at such address is CT Corporation System.

FIFTH: The name and address of the person who initially is to serve as sole director of the Corporation is Bradley T. Smith, 829 Bethel Road, #117, Columbus, Ohio 43214.

SIXTH: The name and address of the incorporator is Bradley T. Smith, 829 Bethel Road, #117, Columbus, Ohio 43214.

SEVENTH: The Corporation shall indemnify each director and officer, each former director and officer, and each person who is serving or has served at its request as a director or officer of another enterprise and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from time to time permitted by the laws of the State of Ohio in the event any such persons shall be made or threatened to be made, a party to any action, suit or proceedings whether civil, criminal, administrative or investigative. As used herein, the terms officer, director, employees and agent shall include heirs and personal representatives.

These Articles of Incorporation have been signed by the Incorporator as of the 17th day of July, 2002.

  
Bradley T. Smith, Incorporator

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Carl Reed  
Signature/Registered Agent

Date: 7-16-02

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