# Florida Department of State

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#### FLORIDA PROFIT/NON PROFIT CORPORATION FASI, Inc.

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## ARTICLES OF INCORPORATION OF FASI, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

#### **ARTICLE I - Name**

The name of the Corporation shall be FASI, Inc.

#### **ARTICLE II - Purpose**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

#### ARTICLE !!! - Shares

The aggregate number of shares that the Corporation is authorized to issue is as follows:

- a. Twenty Thousand (20,000) shares of common stock, and the par value of such shares shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure;
- b. Of the Twenty Thousand shares of common stock authorized, Two Thousand Five Hundred (2,500) shares shall be voting common stock (the "Voting Common Stock"); and
- c. Of the Twenty Thousand shares of common stock authorized, the remaining Seventeen Thousand Five Hundred (17,500) shares shall be non-voting common stock (the "Non-Voting Common Stock").

The Non-Voting Common Stock shall have and enjoy the same rights, preferences and privileges as the Voting Common Stock, and shall, for all purposes, be and act as a single class of shares, except that the shares of the Non-Voting Common Stock shall not be entitled to vote on any matter, unless otherwise required by law. Each holder of the shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock held by such holder. Each holder of shares of Non-Voting Common Stock shall not be entitled to vote on any matter by virtue of the holder holding such shares of Non-Voting Common Stock, unless otherwise required by law.

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE V - Registered Agent**

The registered agent of the Corporation is David J. Slenn, Esquire, Porter, Wright, Morris & Arthur, LLP. The street address of the Corporation's registered office is 9132 Strada Place, Third Floor, Naples, Florida 34108-2683.

#### **ARTICLE VI - Principal Office**

The mailing address of the Corporation shall be 55 Lakin Court, Vandalia, Ohio 45377. The street address of the initial principal office of the Corporation shall be 55 Lakin Court, Vandalia, Ohio 45377.

#### ARTICLE VII - Incorporator

The name and address of the incorporator to these Articles of Incorporation is David J. Slenn, Esquire, 9132 Strada Place, Third Floor, Naples, Florida 34108-2683.

#### **ARTICLE VIII - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of April, 2010.

Dàvid J. Slenn, Esquin

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is FASI, Inc.
- 2. The name and address of the registered agent and office are:

David J. Slenn, Esquire Porter, Wright, Morris & Arthur, LLP 9132 Strada Place, Third Floor Naples, Florida 34108-2683

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: April 29, 2010.

David J. Slenn, Esquire