

05353-0548

APPROVED

By LC

Date 1-21-96

Amount \$195

96010408901

ARTICLES OF INCORPORATION

OF

LYKINS OIL COMPANY

The undersigned, desiring to form a corporation for profit under Chapter 1701 of the Revised Code of Ohio does hereby certify:

- FIRST** The name of said corporation shall be Lykins Oil Company.
- SECOND** The place in Ohio where its principal office is to be located is 5388 DuPont Circle, Suite C, Milford, Clermont County, Ohio 45150.
- THIRD** The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Chapter 1701 of the Ohio Revised Code.
- FOURTH** The number of shares which the corporation is authorized to have outstanding is eight hundred fifty (850) shares of Common Capital Stock without par value.
- FIFTH** The amount of stated capital with which the corporation shall begin business is Five Hundred Dollars (\$500.00).
- SIXTH** The corporation may purchase its own shares when authorized to do so from time to time by its Board of Directors.
- SEVENTH** Any meeting of the shareholders may be held within or without the State of Ohio.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of January, 1996.



James W. Thompson, Incorporator



05253-0550

LYKINS OIL COMPANY

APPOINTMENT OF STATUTORY AGENT

The undersigned Incorporator of Lykins Oil Company hereby appoints James W. Thompson, a natural person resident of the State of Ohio, upon whom any process, notice of demand required, or permitted by statute to be served upon the corporation may be served. His complete address is 7434 Jager Court, Cincinnati, Hamilton County, Ohio 45238.



James W. Thompson, Incorporator

ACCEPTANCE

Gentlemen:

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



James W. Thompson, Statutory Agent

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# **CODE OF REGULATIONS**

## **OF**

# **LYKINS OIL COMPANY**

## **ARTICLE I**

### **SHAREHOLDERS**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the Shareholders of the Corporation shall be held each year on a date, subsequent to the 15th of the 3rd month following the close of the fiscal year and on or prior to last day of the 6th month following the close of the fiscal year, the date and time of day to be fixed by the president. The president shall in writing notify the secretary of the date and time of day selected by him for such meeting at least twelve (12) days prior to the date so selected. If the president shall fail to fix a day and time of day for the annual meeting and notify the secretary of the day and time of day fixed within the time hereinbefore prescribed, then the annual meeting shall be held on the 2nd Friday of the 7th month following the close of the fiscal year at 3:00 p.m. At the annual meeting the Shareholders shall elect directors, consider the financial statements of the corporation, and transact all such business as may properly come before the meeting.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Shareholders shall be called upon the written request of the president, or, in the case of the president's absence, death or disability, the vice president authorized to exercise the authority of the president, the directors by action at a meeting, or a majority of the directors acting without a meeting, or shareholders representing at least fifty percent (50%) of all shares outstanding and entitled to vote thereat. Calls for such meetings shall specify the time, place and purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

**SECTION 3. PLACE OF MEETINGS.** All meetings of the Shareholders shall be held at the principal office of the Corporation, or at such other place within or without the State of Ohio as may be designated in the notice of the meeting.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

**SECTION 1. NUMBER.** The number of directors shall be three (3) unless changed at a meeting of the Shareholders called for the purpose of electing one or more directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares which are represented at the meeting and entitled to vote on such proposal. However, in the event that there shall be fewer than three (3) Shareholders in the Corporation, the number of directors may be reduced to a number equal to the total number of Shareholders. Each director shall hold office until the next annual meeting of the Shareholders and until his successor is elected, or until his earlier resignation, removal from office or death. Any vacancy shall be filled by the Board of Directors.

**SECTION 2. MEETINGS.** An organizational meeting of the Board of Directors shall be held, without notice, immediately after the annual meeting of the Shareholders, for the purpose of electing officers and attending to such other business as may properly come before the meeting. Additional regular meetings may be held at such time as may be called by any director upon giving twenty-four (24) hours notice by any manner.

**SECTION 3. PLACE OF MEETINGS.** All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place within or without the State of Ohio as may be designated in the notice of the meeting.

**SECTION 4. COMMITTEES.** The Board of Directors may create an executive committee and any other committee or committees of the Directors, each such committee to consist of not less than two (2) Directors, and the Board of Directors may delegate to any such committee any of the authority of the Directors, however conferred, other than that of filling vacancies among the Directors or in any committee of the Directors. Each such committee shall serve at the pleasure of the Directors, and shall be subject to the control and direction of the Directors.

### **ARTICLE III**

#### **OFFICERS**

**SECTION 1. NUMBER AND TITLE.** The officers of the Corporation shall be a president, such number if any, of vice presidents as the Board of Directors may from time to time determine, a secretary, a treasurer, and if desired, a chairman of the board, and such other officers and assistant officers as the Board of Directors may from time to time determine.

#### **SECTION 2. DUTIES OF OFFICERS.**

(a) **President.** The president shall preside at all meetings of shareholders and directors. He shall exercise, subject to the control of the Board of Directors and the shareholders of the Corporation, a general supervision over the affairs of the Corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Board of Directors.

(b) **Vice President.** The Vice President shall perform all duties of the president in his absence or during his inability to act, and shall have such other duties as may be assigned to him by the Board of Directors.

(c) **Secretary.** The Secretary shall keep the minutes of all proceedings of the Board of Directors and of the Shareholders and make a proper record of the same, which shall be attested by him. He shall keep such books as may be required by the Board of Directors, and shall take charge of the seal of the Corporation, and generally perform such duties as may be required by the Board of Directors.

(d) **Treasurer.** The Treasurer shall have the custody of the funds, and securities of the Corporation which may come into his hands, and shall do with the same as may be ordered by the Board of Directors. When necessary or proper, he may endorse on behalf of the Corporation for collection, checks, notes and other obligations. He shall deposit the funds of the Corporation to its credit in such banks and depositories as the Board of Directors may, from time to time, designate. He shall submit to the annual meeting of the Shareholders, a statement of the financial condition of the Corporation, and whenever required by the Board of Directors, shall make and render a statement of his accounts, and such other statements as may be required. He shall keep in books of the Corporation, full and accurate accounts of all moneys received and paid by him for account of the Corporation. He shall perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

**SECTION 3. BONDS.** Any officer or employee may be required to give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may, from time to time, determine. The premium on any bond or bonds provided for herein may be paid by the Corporation.

**SECTION 4. OVERPAYMENTS TO OFFICERS.** Any payments made to an officer of the Corporation, such as a salary, commission, bonus, interest, or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors as a Board, to enforce payment of each amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

#### **ARTICLE IV**

#### **INDEMNIFICATION**

The Corporation shall indemnify each person, and the heirs, legal representatives, executors and administrators of such person, who is or was a director, officer or employee of the Corporation, against all costs and expenses, including attorney's fees, reasonably incurred by him or imposed upon him in connection with or arising out of any pending or threatened claim, action, suit, proceeding, or investigation, civil or criminal, of whatever nature, to which he is or may be made a party or in which he is necessarily involved by reason of his being or having been a director, officer, or employee of the Corporation (whether or not he continues to be a director, officer, or employee at the time of incurring such expense), or in connection with any negotiation or settlement thereof or appeal therein, provided that he is adjudged or determined, in the manner hereinafter provided, not to have been negligent or guilty of misconduct in the performance of his duties as such director, officer or employee, and provided further, that he is determined, in the manner hereinafter provided, to have acted in good faith in what he reasonably believed to be the best interests of the Corporation, and, in any matter the subject of a criminal action, suit or proceeding, to have had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided for in this article shall also extend to judgments (other than amounts paid to the Corporation itself), decrees, fines, penalties, and amounts paid in settlement (other than amounts

paid to the Corporation itself), provided that, in the case of amounts paid in settlement, it is determined, in the manner hereinafter provided, that such director, officer, or employee has not been adjudged to have been negligent or guilty of misconduct in the performance of his duties to the Corporation, that such director, officer or employee would not have been held liable for or guilty of negligence or misconduct in the performance of his duties to the Corporation, if the action, suit or proceeding had gone to judgment, that he acted in good faith in what he reasonably believed to be the best interests of the Corporation, and that, in any manner the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

In the event that a director, officer or employee is adjudged by a court of competent jurisdiction to be liable for or guilty of negligence or misconduct in the performance of his duties to the Corporation, such adjudication shall be controlling over any determination, in the manner hereinafter provided, that he has not been negligent or guilty of misconduct in the performance of his duties to the Corporation, except that, in the case of a criminal action, suit or proceeding, the entering of a plea of nolo contendere, or its equivalent, at the instance of a majority of the disinterested directors in what they determine to be the best interests of the Corporation, shall not of itself be deemed an adjudication that the person entering such plea has been negligent or guilty of misconduct in the performance of his duties as such director, officer or employee, or that the action complained of was not taken in good faith in the reasonable belief that it was in the best interests of the Corporation, or that such person had reasonable cause to believe that his conduct was unlawful. Entry of a judgment by consent as part of a settlement shall not of itself be deemed an adjudication that the person consenting to such judgment was negligent or guilty of misconduct in the performance of his duties as such director, officer or employee.

In the absence of an adjudication by a court of competent jurisdiction that the director, officer or employee is liable for or guilty of negligence or misconduct in the performance of his duties to the Corporation, in all cases in which the director, officer or employee is involved may be entitled to indemnification by reason of the provisions of this article, indemnification shall be made only upon either (a) the determination in writing of a majority of the disinterested directors of the Corporation at a meeting where all of the disinterested directors present constitute a majority of the whole Board of Directors, that the directors, officers or employees in question would not have been held liable for or guilty of negligence or misconduct in the performance of his duties to the Corporation if the action, suit or proceeding had gone to judgment, that he was acting in good faith in what he reasonably believed to be the best interests of the Corporation, and that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful, or (b) if one-half or more of the members of the Board of Directors of the Corporation are parties to the claim, action, suit, proceeding or investigation in question or for any other reason are not disinterested, a determination to the same effect as that set forth in the foregoing clause (a) made by and set forth in written advice of independent counsel, who may be the regular counsel of the Corporation, concurred in writing by a majority of the disinterested directors of the Corporation if there shall be any such. In making the foregoing determination, a disinterested director shall be entitled to place conclusive reliance upon the written advice of such counsel. For purposes of this article, a director shall be considered disinterested unless he has, or has had, an interest adverse to the Corporation in the claim, action, suit, proceeding or investigation, or the subject matter or outcome thereof, in which event he shall not be considered disinterested. Anything in this article to the contrary notwithstanding, if a judicial or administrative body determines, as part of the settlement of any claim, action, suit, proceeding or investigation, that the Corporation should indemnify a director, officer or employee for the amount of the

settlement, the Corporation shall indemnify the director, officer or employee for the amount of the settlement in accordance with such determination.

Expenses incurred with respect to any claim, action, suit, proceeding or investigation of the character described in this article may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount if it is ultimately determined, under the procedure set forth in this article, that is not entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced exceed the indemnification to which he is entitled.

The foregoing right of indemnification shall not be exclusive of any other rights which any director, officer, or employee may be or become entitled to by law or be lawfully granted by contract with the Corporation, under insurance purchased by the Corporation, by vote of the Shareholders or otherwise.

#### ARTICLE V

##### CERTIFICATE OF SHARES

**SECTION 1.** Each Shareholder is entitled to one or more certificates, signed by the Chairman of the Board or the President or a Vice President and by the Secretary or an Assistant Secretary, which shall certify the number and class of shares held by him in the Corporation.

**SECTION 2.** If any certificate for shares be lost, stolen or destroyed, the Board of Directors, upon being furnished with such security or indemnity as it may require to hold the Corporation harmless, may authorize a new certificate to be issued in lieu of the lost, stolen or destroyed certificate.

#### ARTICLE VI

##### FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year, or such other year as the Board of Directors may from time to time determine.

#### ARTICLE VII

##### SEAL

The seal of the Corporation, if adopted, shall be in such form as the Board of Directors may from time to time determine.