



DATE: 07/02/2003	DOCUMENT ID 200318203838	DESCRIPTION DOMESTIC/AMENDMENT TO ARTICLES (AMD)	FILING 50.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
---------------------	-----------------------------	--	-----------------	--------------	----------------	-------------	-------------

Receipt

This is not a bill. Please do not remit payment.

COLIN K. DRUMMOND
LIZABETH H. DRUMMOND
1474 LINCOLN AVE.
LAKEWOOD, OH 44107

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1347122

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

OHIO MEMS ASSOCIATION, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
200318203838



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 30th day of June, A.D.
2003.

J. Kenneth Blackwell
Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mall Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members
(Domestic)
Filing Fee \$50.00

2003 JUN 11 PM 12:43

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> Domestic for Profit Amended (122-AMAP)	PLEASE READ INSTRUCTIONS <input type="checkbox"/> Amendment (125-AMDS)	<input type="checkbox"/> Domestic Non-Profit Amended (126-AMAN)	<input checked="" type="checkbox"/> Amendment (128-AMD)
---	--	---	---

Complete the general information in this section for the box checked above.

Name of Corporation Ohio MEMS Association, Inc.

Charter Number 1347122

Name of Officer Colin K. Drummond

Title President

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (non-profit amended articles only)

members was duly called and held on December 30, 2002 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (non-profit amended articles only)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

2003 JUN 11 PM 12:41

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: _____

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)



28 June 2003
Date

Authorized Representative
Colin K. Drummond, President
(Print Name)
1474 Lincoln Avenue
Lakewood, Ohio 44107

Authorized Representative
(Print Name)

Date

Certificate of Amendment
by Incorporators to Articles

Ohio MEMS Association, Inc.
Ohio Charter No. 1347122

The under signed, being all of the incorporators of the above named corporation, hereby have elected to amend the articles as follows:

SEVENTH:

The purpose of the Corporation, as stated in Article Three, shall be carried out by its board of directors in a manner that will enable the Corporation to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Toward this end, the Corporation shall have the following powers in furtherance of its purposes:

- (a) The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;
- (b) The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;
- (c) The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;
- (d) The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;
- (e) The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm association, corporation, municipality, country or any other entity;
- (f) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (g) The Corporation may be an incorporator of other corporations of any type or kind;
- (h) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;

Ohio MEMS Association, Inc.
Amendments to Articles of Incorporation, December 30, 2002
Page 2

EIGHTH:


Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as the board of directors may decide.

NINTH:

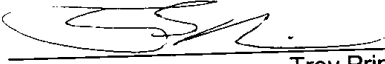
- (a) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;
- (d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF,

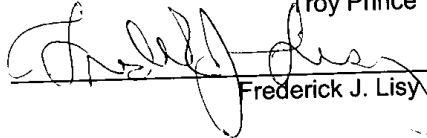
we have hereunto subscribed our names on this 30th day of December, 2002:



Colin K. Drummond



Troy Prince



Frederick J. Lisy