

PROXY STATEMENT

April 4, 2018

The management of Heartland BancCorp provides this statement in conjunction with the solicitation of proxies for the Annual Meeting of the BancCorp's shareholders to be held Tuesday, May 15, 2018, at 6:00 PM at the Heartland Bank Corporate Center, 430 North Hamilton Rd., Whitehall, Ohio 43213, and any adjournments thereof.

OFFICERS:

The officers of Heartland BancCorp are:

Chairman, Chief Executive Officer and President	G. Scott McComb
Vice Chairman	Jay B. Eggspuehler
Secretary	Jodi L. Garrison
Executive Vice President and Chief Financial Officer	Carrie L. Almendinger

CURRENT DIRECTORS:

William A. Dodson, Jr.	G. Scott McComb
Beverly J. Donaldson	Robert C. Overs
Jay B. Eggspuehler	Gary D. Paine
Jodi L. Garrison	William J. Schottenstein
David C. Kotary	George R. Smith
Cheryl L. Krueger	Richard A. Vincent

All of the Directors serve a one-year term, which expires with the election of their successors at the Annual Meeting set for May 15, 2018.

PROXY COMMITTEE:

The Board of Directors has appointed G. Scott McComb, Jay B. Eggspuehler and Jennifer L. Eckert to serve as its Proxy Committee for this meeting and any adjournments thereof.

MATTERS KNOWN TO MANAGEMENT TO BE PRESENTED AT THE MEETING

(1) Election of Directors

The Code of Regulations of Heartland BancCorp provides for the election of not more than fifteen (15) directors, each for a term of one year, concluding with the election of a successor at the next subsequent annual meeting. There are twelve (12) current directors.

The Articles of Incorporation of the Corporation provide that the number of directors will be determined by a vote of the shareholders. A resolution will be offered to establish the number of directors at twelve (12).

Management recommends the election of all Directors, as stated, to the Board of Heartland BancCorp:

Board Nominees:

William A. Dodson, Jr.
Beverly J. Donaldson
Jay B. Eggspuehler
Gary D. Paine
David C. Kotary
Cheryl L. Krueger

G. Scott McComb
Robert C. Overs
Jodi L. Garrison
William J. Schottenstein
George R. Smith
Richard A. Vincent

as Directors of Heartland BancCorp. Management bases its recommendations on the demonstrated competence of each of them.

Board Recommendation:

The Board of Directors recommends that shareholders vote “**FOR**” all 12 board nominees.

(2) Ratify BKD, LLP. as the Company’s independent registered public accounting firm for the year ending December 31, 2018.

Board Recommendation:

The Board of Directors recommends that shareholders vote “**FOR**” the ratification of the Audit Committee’s selection of BKD, LLP as our independent registered public accounting firm for 2018.

(3) Amended and Restated Code of Regulations for Heartland BancCorp.

Description of amendments

The Board of Directors has adopted resolutions approving and adopting amendments to the Code of Regulations of the Company. The Board of Directors believes that the amendments are in the best interest of the Company and its shareholders. Pursuant to Section 1701.11(A)(1)(b) of the Ohio General Corporation Law and Article V, Section 5.04 of the Company’s current Code of Regulations, the Code of Regulations may be amended by the affirmative vote of the holders of a majority of the outstanding shares of the Company entitled to vote. Accordingly, the Board of Directors has directed that the amendments be submitted to the shareholders of the Company at the Annual Meeting to seek shareholder approval of the amendments.

Many of the changes were adopted for the purpose of maintaining consistency in terminology throughout the Code of Regulations. The substantive changes to the Code of Regulations effected by the amendments are set forth below along with a general description of such changes. The full text of the Amended and Restated Code of Regulation is set forth in Exhibit A.

Subject Matter	Current Code of Regulations	Amended and Restated Code of Regulations	Change Effected by the Amended and Restated Code of Regulations
Special Meetings	Section 1.02	Section 1.02	Establishes specific procedures for shareholders holding at least 25% of the shares outstanding of the Company to call a special meeting and clarifies who may call a special meeting.
Conduct of Business	n/a	Section 1.09	Establishes the authority of the Board of Directors and the presiding officer of a shareholders’ meeting to establish the conduct, rules and procedures of a shareholders’ meeting.

Subject Matter	Current Code of Regulations	Amended and Restated Code of Regulations	Change Effected by the Amended and Restated Code of Regulations
Order of Business	n/a	Section 1.10	Establishes the procedures of a shareholders' meeting, including procedures for the submission of proposals to the Company in advance of any shareholders' meeting. Also establishes and clarifies that the Board of Directors (or the presiding officer) has the authority to set the rules and procedures of a shareholders' meeting.
Advance Notice of Shareholder Business and Director Nominations	n/a	Section 1.11	Establishes what constitutes a proper shareholder nomination of a director and a proper proposal of other business, including the requirements that must be satisfied by a shareholder in order to qualify to make a director nomination or propose other business.
Submission of Questionnaire, Representation and Agreements	n/a	Section 1.12	Requires that all director nominees for election or reelection complete a questionnaire disclosing certain commitments or relationships between the nominee and others of which the Company may not otherwise be aware.
Amendment of Regulations	Section 5.03	Section 5.03	Grants authority to the Board to amend the Code of Regulations, as permitted by the Ohio General Corporation Law.
Notices	n/a	Section 6.01	Provides that whenever notice is required to be given to a shareholder, director or officer, such notice may be delivered by mail or in person.
Electronic Notice; Consent	n/a	Section 6.02	Permits delivery of notice by electronic transmission (e.g., email) if revocable consent is given by persons receiving such notice.
Waivers	n/a	Section 6.03	Permits any person entitled to receive notice to waive such notice requirement.
Exclusive Forum	n/a	Article VII	Requires certain shareholder litigation be brought in the U.S. District Court for the Southern District of Ohio, Eastern Division at Columbus or, if such court lacks jurisdiction, a court in Franklin County.

Board Recommendation:

The Board of Directors recommends that shareholders vote **“FOR”** the AMENDMENTS TO THE CODE OF REGULATIONS OF THE COMPANY that were approved and adopted by the Board of Directors and restating the CODE OF REGULATIONS of the COMPANY as the amended and restated CODE OF REGULATIONS.

Management knows of no other matters to be presented to the shareholders for action at the Annual Meeting.

All shareholders are welcome to attend the Annual Meeting and vote their shares in person. Management does, however, encourage shareholders to submit their proxies to assure that we shall have a quorum to conduct business at the meeting and that their shares will be voted, should circumstances prevent their attendance. Any shareholder who gives a proxy to management pursuant to this solicitation may revoke that proxy by execution of a later-dated proxy.

AMENDED AND RESTATED

CODE OF REGULATION

OF

HEARTLAND BANCCORP

[AN OHIO CORPORATION]

As Amended on [____], 2018

Officer's Certificate

The undersigned officer of the company hereby certifies that this is a true and complete copy of the code of regulations duly adopted under section 1701.11(A), Ohio Revised Code, effective the date set forth above.

_____, Secretary

CODE OF REGULATIONS

Table of Contents

	<u>Page</u>
ARTICLE I Meetings of Shareholders	I-1
§1.01. Annual Meeting	I-1
§1.02. Special Meetings	I-1
§1.03. Place of Meetings	I-3
§1.04. Notices of Meetings.....	I-4
§1.05. Quorum.....	I-4
§1.06. Adjournments	I-4
§1.07. Vote Requirement.....	I-4
§1.08. Organization	I-4
§1.09. Conduct of Business.....	I-5
§1.10. Order of Business	I-5
§1.11. Advance Notice of Shareholder Business and Director Nominations.....	I-6
§1.12. Submission of Questionnaire, Representation and Agreements.....	I-12
§1.13. Voting.....	I-13
§1.14. Proxies	I-13
§1.15. Inspectors of Elections	I-13
§1.16. Record Date.....	I-13
§1.17. List of Shareholders at Meetings.....	I-13
§1.18. Action in Writing in Lieu of Meeting.....	I-14
ARTICLE II Board of Directors.....	II-1
§2.01. General Powers.....	II-1
§2.02. Number	II-1
§2.03. Compensation and Expenses	II-1
§2.04. Election.....	II-1
§2.05. Term of Office.....	II-1
§2.06. Removal.....	II-2
§2.07. Vacancies.....	II-2
§2.08. Action in Writing in Lieu of Meeting.....	II-2
§2.09. Resignations	II-2
§2.10. Quorum, Vote Requirement, and Manner of Acting.....	II-2
§2.11. Executive and Other Committees.....	II-2
§2.12. Directors' Bylaws.....	II-3
§2.13. Organization of Meetings.....	II-3
§2.14. Place of Meetings	II-3
§2.15. Regular Meetings.....	II-3
§2.16. Special Meetings	II-3
§2.17. Notices of Meetings.....	II-3

§2.18.	Notice of Adjournment of Meeting	II-4
§2.19.	Order of Business	II-4
ARTICLE III	Officers	III-1
§3.01.	Number and Titles	III-1
§3.02.	Additional Officers, Agents, Etc	III-1
§3.03.	Election, Terms of Office, Qualifications and Compensation	III-1
§3.04.	Removal.....	III-1
§3.05.	Resignations	III-2
§3.06.	Vacancies.....	III-2
§3.07.	Powers, Authority and Duties.....	III-2
§3.08.	The Chairman of the Board	III-2
§3.09.	The President	III-2
§3.10.	The Vice Presidents	III-3
§3.11.	The Treasurer.....	III-3
§3.12.	The Assistant Treasurers	III-3
§3.13.	The Secretary	III-4
§3.14.	The Assistant Secretaries.....	III-4
ARTICLE IV	Shares and Their Transfer	IV-1
§4.01.	Certificates for Shares	IV-1
§4.02.	Regulations	IV-1
§4.03.	Lost, Destroyed, and Mutilated Certificates.....	IV-1
§4.04.	Transfer of Shares; Restrictions on Transfer	IV-1
ARTICLE V	Miscellaneous	V-1
§5.01.	Examination of Books by Shareholders	V-1
§5.02.	Dividends.....	V-1
§5.03.	Amendment of Regulations.....	V-1
§5.04.	Definitions	V-1
§5.05.	Construction of Regulations	V-1
ARTICLE VI	Notices	VI-1
§6.01.	Notices.....	VI-1
§6.02.	Electronic Notice; Consent.....	VI-1
§6.03.	Waivers.....	VI-1
ARTICLE VII	Exclusive Forum	VII-1

CODE OF REGULATIONS

ARTICLE I

Meetings of Shareholders

§1.01. Annual Meeting. The annual meeting of the shareholders, for the purpose of electing directors and transacting such other business as may come before the meeting, shall be held on such date and at such time as the board of directors may fix from year to year, or if the board of directors fails so to fix a date and time for the meeting in any year, at 11:00 a.m. on the first Tuesday of the fifth calendar month following the end of the last fiscal year of the company, if not a legal holiday, but if that day is a legal holiday under Ohio law, the annual meeting shall be held on the first succeeding day which is not a Saturday, Sunday or legal holiday. If for any reason the election of directors is not held at the annual meeting or any adjournment thereof, the board of directors may cause the election to be held at a special shareholders' meeting.

§1.02. Special Meetings.

(a) A special meeting of the shareholders may be called by the chairman of the board, if any, or by the president, or by a majority of the directors acting with or without a meeting, or by the holders of record of twenty-five percent of all the shares outstanding at the time of the calling of such shareholders' meeting and then entitled to be voted at such meeting (the "requisite percent") who delivers a written request to call the special meeting in accordance with these regulations. Only such business shall be conducted at a special meeting of the shareholders as shall have been properly brought before the meeting. All special meetings of the shareholders shall be held at such place, on such date, and at such time as the board of directors shall fix.

(b) Any shareholder seeking to request a special meeting shall first request that the board of directors fix a record date to determine the shareholders entitled to request a special meeting (the "ownership record date") by delivering notice in writing to the secretary of the company at the principal executive offices of the company (the "record date request notice"). A shareholder's record date request notice shall set forth the number of shares of stock of the company which are owned of record and beneficially by the shareholder and state the business proposed to be acted on at the meeting (including the identity of nominees for election as director, if any). Upon receiving a record date request notice, the board of directors may set an ownership record date. Notwithstanding any other provision of these regulations, the ownership record date shall not precede the date upon which the resolution fixing the ownership record date is adopted by the board and shall not be more than ten (10) days after the close of business on the date upon which the resolution fixing the ownership record date is adopted by the board of directors. If the board of directors, within ten (10) days after the date upon which a valid record date request notice is received by the secretary of the company, does not adopt a resolution fixing the ownership record date, the ownership record date shall be the close of business on the tenth (10th) day after the date upon which a valid record date request notice is received by the secretary (or, if such tenth (10th) day is not a business day, the first business day thereafter).

(c) In order for a special meeting requested by the shareholders (a “shareholder-requested special meeting”) to be called, one or more written requests for a special meeting signed by the shareholders (or their duly authorized agents) who own or who are acting on behalf of persons who own, as of the ownership record date, at least the requisite percent (the “special meeting request”), must be delivered to the secretary at the principal executive offices of the company. A special meeting request shall: (i) state the business (including the identity of nominees for election as director, if any) proposed to be acted on at the meeting; (ii) bear the date of the signature of each shareholder (or duly authorized agent) submitting the special meeting request; (iii) set forth the name and address of each shareholder submitting the special meeting request, as they appear on the company’s books; (iv) contain all of the information required by §1.11 of this Article I with respect to any business or director nominations proposed to be presented at the special meeting and with respect to such shareholder, beneficial owner, if any, on whose behalf the nomination or proposal is made, and of their respective affiliates or associates or others acting in concert therewith, other than with respect to shareholders or beneficial owners who (x) have provided such request solely in response to any form of public solicitation for such requests and (y) are not affiliates or associates of, or acting in concert with, the shareholder or beneficial owner, if any, filing such solicitation statement; (v) include documentary evidence that the requesting shareholders own the requisite percent as of the ownership record date; *provided, however*, that if the requesting shareholders are not the beneficial owners of the stock of the company representing the requisite percent, then to be valid, the special meeting request must also include documentary evidence of the number of shares of stock of the company owned by the beneficial owners on whose behalf the special meeting request is made as of the ownership record date; and (vi) be delivered to the secretary at the principal executive offices of the company, by hand or by certified or registered mail, return receipt requested, within sixty (60) days after the ownership record date. The special meeting request shall be updated and supplemented, if necessary, so that the information provided or required to be provided in such request shall be true and correct as of the record date for the shareholder requested-special meeting, and as of the date that is ten (10) business days prior to such meeting or the date of any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for such meeting, in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting or any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. Notwithstanding the foregoing or any other provision of these regulations, if the record date for determining the shareholders entitled to vote at the meeting is different from the record date for determining the shareholders entitled to notice of the meeting, the special meeting request shall be updated and supplemented: (y) within the time frames set forth in the preceding sentence; or (z) by 8 a.m. local time at the principal executive offices of the company on the date of the meeting or of any adjournment or postponement thereof, whichever is earlier, and in either case, the information when provided to the company shall be current as of the record date for determining the shareholders entitled to vote at the meeting. In addition, a requesting shareholder and each other person (including any beneficial owner) on whose behalf the shareholder is acting, shall provide such other information as the company may reasonably request within ten (10) business days of such a request.

(d) After receiving a special meeting request, the board of directors shall determine whether the shareholders requesting the special meeting have satisfied the requirements for calling a special meeting of the shareholders, and the company shall notify the requesting shareholder of the board of directors' determination about whether the special meeting request is valid. The date, time and place of the special meeting shall be fixed by the board of directors, and the date of the special meeting shall not be more than ninety (90) days after the date on which the board of directors fixes the date of the special meeting. The record date for the special meeting shall be fixed by the board of directors as set forth in §1.16 of this Article I of these regulations.

(e) A special meeting request shall not be valid, and the company shall not call a special meeting if: (i) the special meeting request relates to an item of business that is not a proper subject for shareholder action under, or that involves a violation of, applicable law or the articles; (ii) an item of business that is the same or substantially similar (as determined in good faith by the board of directors) was presented at a meeting of the shareholders occurring within ninety (90) days preceding the earliest date of signature on the special meeting request; (iii) the special meeting request is delivered during the period commencing ninety (90) days prior to the first anniversary of the preceding year's annual meeting of the shareholders and ending on the date of the next annual meeting of the shareholders; or (iv) the special meeting request does not comply with the requirements of these regulations.

(f) Any shareholder who submitted a special meeting request may revoke its written request by written revocation delivered to the secretary of the company at the principal executive offices of the company at any time prior to the shareholder-requested special meeting. A special meeting request shall be deemed revoked (and any meeting scheduled in response may be cancelled) if the shareholders submitting the special meeting request, and any beneficial owners on whose behalf they are acting (as applicable), do not continue to own at least the requisite percent at all times between the date the record date request notice is received by the company and the date of the applicable shareholder-requested special meeting, and the requesting shareholder shall promptly notify the secretary of the company of any decrease in ownership of shares of stock of the company that results in such a revocation. If, as a result of any revocations, there are no longer valid unrevoked written requests from the requisite percent, the board of directors shall have the discretion to determine whether or not to proceed with the special meeting of the shareholders (and may cancel such meeting).

(g) Business transacted at any shareholder-requested special meeting shall be limited to: (i) the purpose stated in the valid special meeting request received from the requisite percent and (ii) any additional matters that the board of directors determines to include in the company's notice of the meeting (which the board of directors may revise or supplement). If none of the shareholders who submitted the special meeting request, or their qualified representatives, appears at the shareholder-requested special meeting to present the matters to be presented for consideration that were specified in the special meeting request, the company need not present such matters for a vote at such meeting, notwithstanding that proxies in respect of such matter may have been received by the company.

§1.03. Place of Meetings. All shareholders' meetings shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the board of

directors, or if not so fixed, then as shall be specified in the respective notices or waivers of notices thereof.

§1.04. Notices of Meetings. Except as otherwise expressly required by law, notice of each shareholders' meeting, whether annual or special, shall be given not more than 60 days and not less than seven days before the date specified for the meeting by the president or secretary, or, in case of their refusal or failure to do so, by the person or persons entitled to call such meeting, to each shareholder entitled to notice of the meeting, by delivering a written notice thereof to him personally or by posting it in a postage-prepaid envelope addressed to him at his address as it appears on the records of the company, or, if he shall not have furnished his address to the company, then at his most recent post-office address known to the sender. Except when expressly required by law, no publication of any notice of a shareholders' meeting shall be required. If shares are transferred after notice has been given, notice need not be given to the transferee. A record date may be fixed for determining the shareholders entitled to notice of any meeting of shareholders in accordance with the provisions of §1.16. Every notice of a shareholders' meeting, besides stating the time and place of the meeting, shall state briefly the purposes thereof as may be specified by the person or persons requesting or calling the meeting. Notice of the adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. See also Article VI.

§1.05. Quorum. At any shareholders' meeting, the holders of shares entitling them to exercise a majority of the voting power of the company, present in person or by proxy and entitled to vote thereat, shall constitute a quorum for the transaction of business, unless a different number is required by law, the articles, or these regulations.

§1.06. Adjournments. In the absence of a quorum at any meeting or any adjournment thereof, a majority in voting power of the shareholders present in person or by proxy and entitled to vote or, in the absence of all of the shareholders, any officer entitled to preside or act as secretary of the meeting, may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

§1.07. Vote Requirement. Except where the Ohio General Corporation Law or other applicable law, or the articles, or other provisions of these regulations designate or require a different proportion of the voting power of the company with respect to any matter to be acted upon by shareholders, the holders of a majority of the shares present in person or by proxy and entitled to vote at any shareholders' meeting at which a quorum is present may authorize or take action with respect to each matter properly submitted to the shareholders at such meeting. For the vote required in the election of directors, see §2.04 of Article II of these regulations.

§1.08. Organization. At each shareholders' meeting the chairman of the meeting shall be: the chairman of the board, if any, and if he be so directed by the board of directors; or, in his absence or if he is not so directed, such person or alternate thereto as may be designated by the board of directors; or in the absence thereof or if the directors do not so designate, the president; or, in the absence of all of the foregoing, a chairman chosen by a majority in voting power of the shareholders present in person or by proxy and entitled to vote thereat. The secretary of the company, or, in his absence, any assistant secretary, or, in the absence of all of them, any person

whom the chairman of the meeting appoints for such meeting, shall act as secretary of each shareholders' meeting.

§1.09. Conduct of Business. The board of directors may, to the extent not prohibited by applicable law, adopt by resolution such rules, regulations and procedures for the conduct of any annual or special meeting of the shareholders as the board of directors shall deem appropriate. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the board of directors, the chairman of any meeting of the shareholders shall have the right, power and authority to convene and to recess or adjourn the meeting, to prescribe such rules, regulations or procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting of the shareholders. Such rules, regulations and procedures, whether adopted by the board of directors or prescribed by the chairman of the meeting, may to the fullest extent not prohibited by applicable law include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to shareholders of record, their duly authorized and constituted proxies and any such other persons as the board of directors or the chairman of the meeting shall determine; (iv) restrictions on the entry to the meeting after the time fixed for the commencement thereof; (v) the manner in which all persons attending the meeting may participate, including limitations on the time allotted to questions or comments by participants; (vi) excluding any shareholder or its proxy from any meeting of the shareholders based upon any determination, in the chairman of the meeting's sole discretion, that such person has unduly disrupted the proceedings; and (vii) the opening and closing of the voting polls. The chairman of any meeting of the shareholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting, and if such chairman should so determine, the chairman shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the board of directors or the chairman of the meeting, meetings of the shareholders shall not be required to be held in accordance with the rules of parliamentary procedure.

§1.10. Order of Business.

(a) Annual Meetings of Shareholders. At any annual meeting of the shareholders, only such nominations of persons for election to the board of directors shall be made, and only such other business shall be conducted or considered, as shall have been properly brought before the meeting. For nominations to be properly made at an annual meeting, and proposals of other business to be properly brought before an annual meeting, nominations and proposals of other business must be (i) specified in the company's notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly made at the annual meeting, by or at the direction of the board of directors, or (iii) otherwise properly requested to be brought before the annual meeting by a shareholder of the company in accordance with these regulations. For nominations of persons for election to the board of directors or proposals of other business to be properly requested by a shareholder to be made at an annual meeting, a shareholder must (x) be a shareholder of record at the time of giving of notice of such annual meeting by or at the direction of the board of directors and at the time of

the annual meeting, (y) be entitled to vote at such annual meeting and (z) comply with the procedures set forth in these regulations as to such nomination or other business. The immediately preceding sentence shall be the exclusive means for a shareholder to make nominations or other business proposals before an annual meeting of the shareholders.

(b) Special Meetings of Shareholders. At any special meeting of the shareholders, only such business shall be conducted or considered, as shall have been properly brought before the meeting pursuant to the company's notice of meeting. To be properly brought before a special meeting, proposals of business must be (i) specified in the company's notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (ii) otherwise properly brought before the special meeting, by or at the direction of the board of directors or (iii) specified in a special meeting request in accordance with §1.02 of this Article I. Nominations of persons for election to the board of directors may be made at a special meeting of the shareholders at which directors are to be elected pursuant to the company's notice of meeting (A) by or at the direction of the board of directors or (B) provided that the board of directors has determined that directors shall be elected at such meeting, by any shareholder of the company who (x) is a shareholder of record at the time of giving of notice of such special meeting and at the time of the special meeting, (y) is entitled to vote at the meeting and (z) complies with the procedures set forth in these regulations as to such nomination. The immediately preceding sentence shall be the exclusive means for a shareholder to make nominations or other business proposals before a special meeting of the shareholders.

(c) General. Except as otherwise provided by the Ohio General Corporation Law, the articles or these regulations, the chairman of the meeting shall have the power to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with these regulations and, if any proposed nomination or other business is not in compliance with these regulations, to declare that no action shall be taken on such nomination or other proposal and such nomination or other proposal shall be disregarded. If the shareholder or its qualified representative fails to appear at the meeting, the company need not present such matters for a vote at such meeting, notwithstanding that proxies in respect of such matter may have been received by the company. Any business to be proposed by a shareholder must be a proper subject for shareholder action under applicable law and the articles.

§1.11. Advance Notice of Shareholder Business and Director Nominations.

(a) Without qualification or limitation, for any nominations or any other business to be properly brought before an annual meeting by a shareholder pursuant to §1.10(a) of this Article I, the shareholder must have given timely notice thereof in proper form (including, in the case of nominations, the completed and signed questionnaire, representation and agreement required by §1.12 of this Article I) and timely updates and supplements thereof in writing to the secretary and such other business must otherwise be a proper matter for shareholder action. To be timely, a shareholder's notice shall be delivered to the secretary at the principal executive offices of the company not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; *provided, however*, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary

date, notice by the shareholder must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting, or the announcement thereof, or, if the first public announcement of the date of such annual meeting is less than one hundred (100) days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the company. In no event shall any adjournment or postponement of an annual meeting, or the announcement thereof, commence a new time period for the giving of a shareholder's notice as described above. In addition, to be timely, a shareholder's notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting, any adjournment or postponement thereof in the case of the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. If a shareholder who has given timely notice as required herein to make a nomination or bring other business before any such meeting intends to authorize another person to act for such shareholder as a proxy to present the nomination or other proposal at such meeting, the shareholder shall give notice of such authorization in writing to the secretary not less than three (3) business days before the date of the meeting, including the name and contact information for such person.

(b) Special Meetings of Shareholders. In the event the company calls a special meeting of the shareholders for the purpose of electing one or more directors to the board of directors, any shareholder may nominate a person or persons (as the case may be) for election to such position(s) to be elected as specified in the company's notice calling the meeting, provided that the shareholder gives timely notice thereof in proper form (including the completed and signed questionnaire, representation and agreement required by §1.11 of this Article I) and timely updates and supplements thereof in writing to the secretary. In order to be timely, a shareholder's notice shall be delivered to the secretary at the principal executive offices of the company not earlier than the close of business on the 120th day prior to the date of such special meeting and not later than the close of business on the later of the 90th day prior to the date of such special meeting or, if the first public announcement of the date of such special meeting is less than one hundred (100) days prior to the date of such special meeting, the 10th day following the day on which public announcement is first made or the date of the special meeting. In no event shall any adjournment or postponement of a special meeting, or the announcement thereof, commence a new time period for the giving of a shareholder's notice as described above. In addition, to be timely, a shareholder's notice shall further be updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is ten (10) business days prior to the meeting or any adjournment or postponement thereof, and such update and supplement shall be delivered to the secretary at the principal executive offices of the company not later than five (5) business days after the record date for the meeting in the case of the update and supplement required to be made as of the record date, and not later than eight (8) business days prior to the date for the meeting, any adjournment or postponement thereof in the case of

the update and supplement required to be made as of ten (10) business days prior to the meeting or any adjournment or postponement thereof. If a shareholder who has given timely notice as required herein to bring any business before any such meeting intends to authorize another person to act for such shareholder as a proxy to present the proposal at such meeting, the shareholder shall give notice of such authorization in writing to the secretary not less than three (3) business days before the date of the meeting, including the name and contact information for such person.

(c) Other Provisions.

(1) To be in proper form, a shareholder's notice (whether given pursuant to §1.02(c), §1.11(a) or §1.11(b) of this Article I) to the secretary must include the following, as applicable:

(A) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, a shareholder's notice must set forth: (i) the name and address of such shareholder, as they appear on the company's books, of such beneficial owner, if any, and of their respective affiliates or associates or others acting in concert therewith, (ii) the name and address of any nominee or custodian who holds shares or other securities of the company on behalf of such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, indicating the number of shares or other securities held by such nominee or custodian, (iii) (A) the class or series and number of shares of the company and any other securities of the company which are, directly or indirectly, owned beneficially and of record by such shareholder, such beneficial owner or their respective affiliates or associates or others acting in concert therewith, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares or other securities of the company or with a value derived in whole or in part from the value of any class or series of shares or other securities of the company, or any derivative or synthetic arrangement having the characteristics of a long position in any class or series of shares or other securities of the company, or any contract, derivative, swap or other transaction or series of transactions designed to produce economic benefits and risks that correspond substantially to the ownership of any class or series of shares or other securities of the company, including due to the fact that the value of such contract, derivative, swap or other transaction or series of transactions is determined by reference to the price, value or volatility of any class or series of shares or other securities of the company, whether or not such instrument, contract or right shall be subject to settlement in the underlying class or series of shares or other securities of the company, through the delivery of cash or other property, or otherwise, and without regard of whether the shareholder of record, the beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, may have entered into transactions that hedge or mitigate the economic effect of such instrument, contract or right or any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of any

shares or other securities of the company (any of the foregoing, a “Derivative Instrument”) directly or indirectly owned beneficially by such shareholder, the beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, (C) proxy (other than a revocable proxy given solely in response to a solicitation made by such shareholder to all of the company’s other shareholder pursuant to a publicly disclosed proxy solicitation statement, a true and complete copy of which has previously been delivered to the secretary of the company at the principal executive offices of the company), (D) any agreement, arrangement, understanding, relationship, or otherwise, including any repurchase or similar so-called “stock borrowing” agreement or arrangement, engaged in, directly or indirectly, by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, the purpose or effect of which is to mitigate loss to, reduce the economic risk (of ownership or otherwise) of any class or series of shares or other securities of the company by, manage the risk of share price changes for, or increase or decrease the voting power of, such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, with respect to any class or series of shares or other securities of the company, or which provides, directly or indirectly, the opportunity to profit or share in any profit derived from any decrease in the price or value of any class or series of shares or other securities of the company (any of the foregoing, “Short Interests”), (E) any rights to dividends or other distributions on any shares or other securities of the company owned beneficially by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, that are separated or separable from the underlying shares of the company, (F) any proportionate interest in shares or other securities of the company or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, is a general partner or, directly or indirectly, beneficially owns an interest in a general partner of such general or limited partnership, (G) any performance-related fees (other than an asset-based fee) to which such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, is entitled based on any increase or decrease in the value of shares or other securities of the company or Derivative Instruments, if any, (H) any significant equity interests or any Derivative Instruments or Short Interests in any principal competitor of the company or its subsidiaries held by such shareholder, beneficial owner, if any, or any affiliates or associates or others acting in concert therewith, and (I) any direct or indirect interest of such shareholder in any contract with the company, any affiliate of the company or any principal competitor of the company or its subsidiaries (including, in any such case, any employment agreement, indemnification agreement or consulting agreement), and (iv) any other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the company;

(B) if the notice relates to any business other than a nomination of a director or directors that the shareholder proposes to bring before the meeting, a shareholder’s notice must, in addition to the matters set forth in

paragraph (1) above, also set forth: (i) a description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder and beneficial owner, if any, and their respective affiliates and associates or others acting in concert therewith in such business, (ii) the text of the proposal or business (including the text of any resolutions proposed for consideration), and (iii) a description of all agreements, arrangements and understandings between such shareholder and beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder;

(C) as to each person whom the shareholder proposes to nominate for election or reelection as a director, (i) the name and address of each proposed nominee; (ii) the principal occupation of each proposed nominee for the last five (5) years (or more, if material), including information about the nominee's particular areas of expertise or other relevant qualifications; (iii) familial relationships with other directors or officers of the company or its subsidiaries, if any; (iv) a description of all arrangements or understandings between the nominee and any other person(s) (naming such person(s)) pursuant to which the nominee was or is to be selected as a nominee, if any; (v) involvement in any material legal proceedings during the last five (5) years; (vi) other directorships currently held, or held during the past five (5) years, (A) at any company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, or subject to the requirements of Section 15(d) of such Act or (B) at any other financial institution or bank holding company, in each case, naming such company, financial institution or bank holding company; (vii) written consent to being named as a nominee and to serving as a director, if elected; (viii) (A) any significant equity interests in any principal competitor of the company or its subsidiaries held by such nominee and (B) any direct or indirect interest of such shareholder, beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, in any contract with any principal competitor of the company or its subsidiaries (including, in any such case, any employment agreement, indemnification agreement or consulting agreement); (ix) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three (3) years, and any other material relationships, between or among the shareholder, beneficial owner, if any, or any of their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand; and (x) any other information that would be required to be disclosed (i) in a proxy statement or other filings required to be made in connection with the solicitation of proxies for election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder and (ii) pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination or the beneficial owner

on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the “registrant” for purposes of such rule and the nominee were a director or executive officer of such registration, in each case regardless of whether such laws, rules or regulations apply; and

(D) with respect to each person, if any, whom the shareholder proposes to nominate for election or reelection to the board of directors, a shareholder’s notice must, in addition to the matters set forth in paragraphs (A) and (C) above, also include a completed and signed questionnaire, representation and agreement required by §1.12 of these regulations. The company may require any proposed nominee to furnish such other information as may reasonably be required by the company to determine the eligibility of such proposed nominee to serve on the board of directors or as an independent director of the company or that could be material to a reasonable shareholder’s understanding of the independence, or lack thereof, of such nominee.

(2) Nothing in these regulations shall be deemed to affect any rights of the holders of any series of preferred stock of the company if and to the extent provided for under the Ohio General Corporation Law, the articles or these regulations.

(3) For purposes of these regulations, “public announcement” shall include any disclosure in a press release reported by a national news service, including the Dow Jones News Service and the Associated Press, or in a document publicly filed by the company with the Securities and Exchange Commission or any applicable stock exchange. For purposes of these regulations, a “qualified representative” with respect to a shareholder shall mean a duly authorized officer, manager or partner of such shareholder or a person authorized by a writing executed by such shareholder (or a reliable reproduction or electronic transmission of such writing) delivered to the secretary of the company and the principle executive officers of the company prior to the making of such nomination or proposal at the meeting which states that such person is authorized to act for such shareholder as proxy at the meeting of the shareholders.

(4) Notwithstanding the provisions of these regulations, a shareholder shall also comply with all applicable laws with respect to the matters set forth in these regulations; *provided, however*, that any references in these regulations to the Securities Exchange Act of 1934, as amended, or the rules or regulations promulgated thereunder are not intended to and shall not limit the requirements applicable to nominations or proposals as to any other business to be considered pursuant to §1.11 of these regulations. For the avoidance of doubt, the obligations to update and/or supplement as set forth in §1.11(a) and §1.11(b) or in any other section of these regulations shall not limit the company’s rights with respect to any deficiencies in any notice provided by a shareholder, be deemed to cure any defects or limit the remedies (including without limitation under these regulations) available to the company relating to any defect, extend any applicable deadlines hereunder or under any other provision of the regulations, or enable or be deemed to permit a shareholder who has previously submitted notice hereunder, or under any other provision of the regulations, to amend or update any

proposal or to submit any new proposal, including by changing or adding nominees, matters, business and or resolutions proposed to be brought before a meeting of the shareholders.

(5) Nothing in these regulations shall be deemed to affect any rights of shareholders to request inclusion of proposals in the company's proxy statement pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, to the extent such Rule 14a-8 applies to the company and such shareholder. Nothing in these regulations shall be construed to permit any shareholder, or give any shareholder the right, to include or have disseminated or described in the company's proxy statement any nomination of director or directors or any other business proposal.

(6) The disclosures required by §1.11 of these regulations shall not include any disclosures with respect to ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is a shareholder of record and acting solely as a result of being the shareholder of record or nominee directed to prepare and submit the notice required by §1.11(a) or §1.11(b), as the case may be, on behalf of a beneficial owner other than the disclosure within the time periods required herein of the name and address of such broker, dealer, commercial bank, trust company or other nominee, the nature of its relationship with such beneficial owner and the number of shares or other securities of the company held on behalf of such beneficial owner.

§1.12. Submission of Questionnaire, Representation and Agreements. To be eligible to be a nominee for election or reelection as a director of the company, a person must deliver (in accordance with the time periods prescribed for delivery of notice under §1.11 of these regulations) to the secretary at the principal executive offices of the company a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the secretary upon written request), and a written representation and agreement (in the form provided by the secretary upon written request) that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the company, will act or vote on any issue or question (a "voting commitment") that has not been disclosed to the company or (ii) any voting commitment that could limit or interfere with such person's ability to comply, if elected as a director of the company, with such person's fiduciary duties under applicable law, (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (c) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the company, and will comply with all applicable corporate governance, conflict of interest, resignation, confidentiality and publicly disclosed stock ownership and trading policies and guidelines of the company publicly disclosed from time to time.

§1.13. Voting. Each holder of shares of a class entitled to vote by law or the articles shall be entitled to one vote in person or by proxy for each such share registered in his name on the records of the company. As provided in §1.16, a record date for determining shareholders entitled to vote at any meeting may be fixed. Shares of its own stock shall not be voted directly or indirectly by the company. Persons holding voting shares in a fiduciary capacity shall be entitled to vote the shares so held. A shareholder whose voting shares are pledged shall be entitled to vote the shares standing in his name on the records of the company. Any shareholder present in person or by proxy at any meeting and entitled to vote thereat may require that a share vote be taken upon any question or matter to be voted upon by the shareholders, and may further require that such share vote be taken by written ballot. When any vote is taken by written ballot, each ballot shall be signed by the shareholder voting, or by his proxy if there be such proxy, and shall state the number of shares voted. Otherwise, share votes shall be made orally.

§1.14. Proxies. Each shareholder who is entitled to attend a meeting of shareholders, to vote thereat, or to execute consents, waivers or releases, may be represented at such meeting, vote thereat, execute and deliver such consents, waivers or releases, and exercise any of his other rights as a shareholder, by proxy or proxies appointed by a writing signed by such shareholder, which need not be sealed, witnessed, or acknowledged. Except as herein otherwise specifically provided, actions taken by proxy or proxies shall be governed by the provisions of the Ohio General Corporation Law.

§1.15. Inspectors of Elections. Inspectors of elections may be appointed and act as provided in Section 1701.50 of the Ohio General Corporation Law.

§1.16. Record Date. For any lawful purpose, including without limitation the determination of shareholders entitled to receive notice of and to vote at a meeting of shareholders and for such other purposes specified in section 1701.45(A) of the Ohio General Corporation Law, the board of directors may fix a record date which shall not be a date earlier than the date on which the record date is fixed. Subject to the foregoing, such record date shall not be more than sixty days preceding the date of the event or purpose for which it was fixed unless such event or purpose is one for which no maximum period is required under said section 1701.45(A) (in which case the record date shall be such number of days preceding the event or purpose as the board of directors shall determine). If no record date is fixed therefor, the record date for determining the shareholders who are entitled to receive notice of, or to vote at, a meeting of shareholders shall be the date next preceding the day on which notice is given, or the date next preceding the day on which the meeting is held, as the case may be. Only the holder of a share of record on the record date for any event or purpose shall be deemed the holder of such share with respect to such event or purpose notwithstanding any transfer of such share after such record date. The determination of shareholders of record on any record date shall be made as of the close of business on that date.

§1.17. List of Shareholders at Meetings. Upon request of any shareholder at any meeting of shareholders, there shall be produced at such meeting an alphabetically arranged list, or classified lists, of the shareholders of record as of the applicable record date, who are entitled to vote at such meeting, showing their respective addresses and the number and classes of shares held by each.

§1.18. Action in Writing in Lieu of Meeting. Any action which may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing or writings signed by each of the holders of shares who would be entitled to notice of a meeting called for the purpose of taking such action, or such lesser proportion of shareholders that may now or hereafter be permitted by the Ohio General Corporation Law, the articles or these regulations.

[End of Article I]

ARTICLE II

Board of Directors

§2.01. General Powers. The powers of the company shall be exercised, its business and affairs shall be conducted, and its property shall be controlled by the board of directors, except as may otherwise be provided by applicable law, the articles, or these regulations.

§2.02. Number. The number of directors constituting the full board of directors shall be as fixed from time to time at not more than fifteen as hereinafter provided. Such number shall be (i) that number fixed from time to time by resolution of the board of directors or by resolution or other action adopted or taken by the vote or consent of the holders of shares representing not less than a majority of the voting power entitled to vote for the election of directors present in person or by proxy at any annual meeting of shareholders or any special meeting thereof called for that purpose, or (ii) if the number is not so fixed, the total number of persons elected and remaining as directors in office immediately after (and giving effect to) any election of what purports to be a full board of directors, or any election of additional directors, by the unanimous vote or consent of the holders of all shares entitled to vote for the election of directors (whether at a meeting of all such shareholders or by their unanimous written consent in lieu of a meeting); *provided, however*, that no reduction in the number of directors in and of itself shall have the effect of removing any director from office prior to the expiration of his term of office. The last number of directors fixed as provided herein shall constitute the number of directors unless and until subsequently so fixed at a different number. Unless and until first so fixed by resolution of the board of directors or the shareholders, the number of directors shall be three. If all the shares of the company are owned of record by not more than two shareholders, the number of directors may be fixed at not less than the number of shareholders. If the number of shareholders of record is three or more, the number of directors shall be fixed at not less than three.

§2.03. Compensation and Expenses. The directors shall be entitled to such compensation, if any, as the board of directors may from time to time determine and establish. No director shall be precluded from serving the company as an officer or in any other capacity, or from receiving compensation therefor. Directors may be reimbursed for their reasonable expenses incurred in the performance of their duties, including the expense of traveling to and from meetings of the board, if such reimbursement is authorized by a majority of them.

§2.04. Election. At each meeting of the shareholders for the election of directors at which a quorum is present, the persons receiving the greatest number of votes shall be deemed elected the directors. Any shareholder may cumulate his votes at an election of directors upon fulfillment of the conditions prescribed in the Ohio General Corporation Law.

§2.05. Term of Office. Unless he earlier resigns, is removed as hereinafter provided, dies, or is adjudged mentally incompetent, each director shall hold office until the sine die adjournment of the annual meeting of shareholders next succeeding his election, or the taking by the shareholders of action in writing in lieu of such meeting, or, if the election of directors shall not be held at the annual meeting or any adjournment thereof, until the sine die adjournment of the special meeting of the shareholders for the election of directors held thereafter as provided

for in §1.01, or the taking by the shareholders of action in writing in lieu of such a meeting, and until his successor is elected and qualified.

§2.06. Removal. Any director or directors may be removed, either with or without cause, at any time, by the affirmative vote of a majority in voting power of the shareholders of record of the company entitled to vote for the election of directors in the place of those to be removed. However, unless all the directors, or all the directors of a particular class, are removed, no individual director shall be removed in case the votes of a sufficient number of shares are cast against his removal which, if cumulatively voted at an election of all the directors, or all the directors of a particular class, as the case may be, would be sufficient to elect at least one director. The vacancy in the board of directors caused by any such removal may be filled by the shareholders at such meeting. Any director may also be removed by the board of directors for any of the causes specified in the Ohio General Corporation Law.

§2.07. Vacancies. A vacancy in the board of directors may be filled by a majority vote of the remaining directors until the shareholders hold an election to fill the vacancy. Shareholders entitled to elect directors may elect a director to fill any vacancy in the board (whether or not the vacancy has previously been temporarily filled by the remaining directors) at any shareholders' meeting called for that purpose.

§2.08. Action in Writing in Lieu of Meeting. Any action which may be taken by the board of directors, or any committee of directors, at any meeting thereof may be taken without a meeting if authorized by a writing or writings signed by each of the directors, or by each member of such committee, as the case may be.

§2.09. Resignations. Any director may resign by giving written notice to the chairman of the board, if any, to the president, or to the secretary of the company. Such resignation shall take effect upon receipt of such notice, or at any other time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

§2.10. Quorum, Vote Requirement, and Manner of Acting. A majority of the directors serving as such as of the time of any meeting of directors (even though, because of one or more vacancies, less than a majority of the total number of directors fixed under §2.02) must be present in person at such meeting in order to constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is obtained. Notice of an adjourned meeting need not be given. The directors shall act only as a board. Individual directors shall have no power as such.

§2.11. Executive and Other Committees. The board of directors may create and from time to time abolish or reconstitute an executive committee and any other committee or committees of directors each to consist of not less than three directors, and may delegate to any such committee or committees any or all of the authority of the directors, however conferred, other than that of adopting directors' bylaws under §2.12 and that of filling vacancies in the board of directors or in any committee of directors. Each such committee shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the board of

directors, and shall be subject to the control and direction of the board of directors. The directors may adopt or authorize the-committees to adopt provisions with respect to the government of any such committee or committees which are not inconsistent with applicable law, the articles, these regulations, or any directors' bylaws. An act or authorization of an act by any such committee within the authority properly delegated to it by the directors shall be as effective for all purposes as the act or authorization of the full board of directors. Except as otherwise expressly provided in these regulations, each right, power, or authority conferred in these regulations to the "directors" or to the "board of directors" or to the "board" shall also be deemed conferred to each committee or committees to which any such right, power, or authority is delegated (expressly or by necessary implication) by the board of directors.

§2.12. Directors' Bylaws. For purposes of their own government the directors, by vote of a majority of all directors then serving as such, may adopt, revoke and from time to time amend directors' bylaws not inconsistent with applicable law, the articles, or these regulations. Without limiting the generality of the foregoing, the directors' bylaws may contain provisions with respect to the frequency, organization, place, time, notice, adjournment, and order of business of meetings of the board of directors or committees of directors, and the establishment, membership, authority, and duties of committees of directors.

§2.13. Organization of Meetings. At each meeting of the board of directors, the chairman of the board, if any, or, in his absence, the president, or, in his absence, a chairman chosen by a majority of the directors present, shall act as chairman. The secretary of the company, or, if the secretary shall not be present, any person whom the chairman of the meeting shall appoint, shall act as secretary of the meeting.

§2.14. Place of Meetings. The meetings of the board of directors shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the board of directors, or as shall be specified or fixed in the respective notices or waivers of notice thereof. Unless the articles otherwise provide, meetings of the board of directors may be held through any communications equipment if all persons participating can hear each other, and participation by a director in such a meeting shall constitute his attendance at such meeting.

§2.15. Regular Meetings. Regular meetings of the board of directors will not be held unless the board of directors otherwise determines.

§2.16. Special Meetings. Special meetings of the board of directors shall be held whenever called by the chairman of the board, if any, the president, or by any two directors.

§2.17. Notices of Meetings. Every director shall furnish the secretary of the company with an address at which notices of meetings and all other corporate notices may be served on or mailed to him. Unless waived before, at, or after the meeting as hereinafter provided, notice of each board meeting shall be given by the president, the secretary, an assistant secretary, or the persons calling such meeting to each director in accordance with Article VI of these regulations.

Unless otherwise required by the Ohio General Corporation Law, the articles, or these regulations (*e.g.*, §3.03 with respect to certain elections of officers), the notice of any meeting need not specify the purpose or purposes thereof.

§2.18. Notice of Adjournment of Meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

§2.19. Order of Business. The order of business at meetings of the board of directors shall be such as the chairman may prescribe or follow, subject, however, to his being overruled with respect thereto by a majority of the members of the board of directors present.

[End of Article II]

ARTICLE III

Officers

§3.01. Number and Titles. The officers of the company shall be a president, a treasurer, and a secretary. There may, in addition, be a chairman of the board, at any time during which the board of directors shall see fit to cause such office to be filled. There shall be such one or more vice presidents, assistant treasurers and assistant secretaries, if any, as the board of directors may from time to time determine and elect to office. If there is more than one vice president, the board may, in its discretion, establish designations for the vice presidencies so as to distinguish among them as to either or both their functions or their order, if any, of succession to the duties and authority of the president and other vice presidents. Any person may hold two or more offices and perform the duties thereof, except that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the articles, these regulations, or any directors' bylaws to be executed, acknowledged, or verified by two or more officers.

§3.02. Additional Officers, Agents, Etc. In addition to the officers specified in §3.01, the company shall have such other officers, agents, and committees as the board of directors may deem advisable and may elect, each of whom or each member of which shall hold office for such period, have such authority, and perform such duties as may be provided in these regulations or as may, from time to time, be determined by the board of directors. The board of directors may delegate to any officer or committee the power to appoint any subordinate officers, agents, or committees. In the absence of any officer, or for any other reason the board of directors may deem appropriate, the board of directors may delegate, for such time as the board of directors shall determine, the powers and duties, or any of them, of such officer to any other officer or officers, or to any director or directors.

§3.03. Election, Terms of Office, Qualifications and Compensation. The officers shall be elected by the board of directors. Each shall be elected for an indeterminate term and shall hold office during the pleasure of the board of directors. The board of directors may hold annual elections of officers. At any time after one year following an election of a full slate of officers, an election of officers shall be held within 30 days after delivery to the president or the secretary of a written request for such election by any director. The notice of the meeting held in response to such request shall specify that an election of officers is one of the purposes thereof. The chairman of the board, if any, shall be a director of the company; the qualifications, if any, of all other officers shall be such as the board of directors may establish. An officer shall be entitled to such salary or other compensation, if any, for his services as such as the directors, or a duly authorized officer or committee of officers, may authorize from time to time, subject to the terms and conditions relating to the compensation of any particular officer contained in any express contract of employment then in effect between such officer and the company.

§3.04. Removal. Any officer may be removed, either with or without cause, at any time, by the board of directors. Any officer appointed by an officer or committee to which the board of directors shall have delegated the power of appointment may be removed, either with or without cause, by the committee or superior officer (including successors) who made the

appointment, or by any committee or officer upon whom such power of removal may be conferred by the board of directors.

§3.05. Resignations. Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

§3.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled in the manner prescribed for regular appointments or elections to such office.

§3.07. Powers, Authority and Duties. Officers of the company shall have the powers and authority conferred and the duties prescribed by law, in addition to those specified or provided for in the other sections of this Article III. Such powers, authority and duties of any officer shall be subject to the limitations, modifications, definitions, conditions, or other terms, if any, contained in any express contract of employment between such officer and the company, whether entered into or amended prior to, concurrently with, or after the adoption of these regulations.

§3.08. The Chairman of the Board. The chairman of the board, if and while there be an incumbent of the office and if he be so directed by the board of directors, shall preside at all meetings of the shareholders and of the directors at which he is present. He shall have such other duties and authority as may be assigned or delegated to him from time to time by the board of directors. He shall from time to time report to the board of directors all matters within his knowledge which the interest of the company may require to be brought to the notice of the board of directors.

§3.09. The President. If and while there is no incumbent of the office of chairman of the board, and during the absence or disability of the chairman of the board, the president shall have the duties and authority specified in §3.08. Subject to the control of the board of directors and unless as otherwise determined by the board of directors, the president shall be the chief executive officer of the company, shall superintend and manage the business of the company and shall co-ordinate and supervise the work of its other officers. Either personally or through other officers or employees of the company, he shall employ, direct, fix the compensation of, discipline, and discharge its personnel; employ agents, professional advisers and consultants; and perform all functions of a general manager of the company's business. He may execute and deliver in the name of the company all deeds, mortgages, bonds, contracts, and other instruments either when specially authorized by the board of directors or when required or deemed necessary or advisable by him in the ordinary conduct of the company's normal business, except in cases where the execution thereof shall be expressly delegated by these regulations or by the board of directors to some other officer or agent of the company or shall be required by law or otherwise to be executed by some other officer or agent. He shall, in general, perform all duties and have all authority incident to the office of the president and such other duties as from time to time may be assigned to him by the board of directors.

§3.10. The Vice Presidents. The vice presidents, if any, shall perform such duties as may be assigned to them, individually or collectively, by the board of directors or by the president. In the absence or disability of the president, one or more of the vice presidents may perform such duties of the president as the president or the board of directors may designate.

§3.11. The Treasurer. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such penal sum and with such sureties as the board of directors shall determine. He shall:

(a) Have charge and custody of, and be responsible for, all funds, securities, notes, contracts, deeds, documents, and all other indicia of title in the company and valuable effects of the company; receive and give receipts for moneys payable to the company from any sources whatsoever; deposit all moneys in the name of the company in such banks, trust companies, or other depositories as shall be selected by or pursuant to the direction of the board of directors; cause such funds to be disbursed by checks or drafts on the authorized depositories of the company, signed as the board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all moneys disbursed;

(b) Have the right to require from time to time reports or statements giving such information as he may desire with respect to any and all financial transactions of the company from the officers, employees, or agents transacting the same;

(c) Keep or cause to be kept, at the principal office or such other office or offices of the company as the board of directors shall from time to time designate, correct records of the moneys, business, and transactions of the company, and exhibit those records to any director of the company upon application at such office;

(d) Render to the board of directors or the chairman of the board or the president whenever requested an account of the financial condition of the company and of all his transactions as treasurer and, as soon as practicable after the close of each fiscal year, make and submit to the board of directors a like report for such fiscal year;

(e) Lay before each annual meeting of the shareholders, or the meeting held in lieu thereof, the financial statement required by the Ohio General Corporation Law, and furnish copies of such statement to shareholders as required by said statute;

(f) Cause the books, reports, statements, certificates, and all other documents and records required by law to be properly kept and filed; and

(g) In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the board of directors or the president or any vice president.

§3.12. The Assistant Treasurers. The assistant treasurers, if any, shall perform such duties as from time to time may be assigned to them, individually or collectively, by the board of directors, by the president, by any vice president, or by the treasurer. In the absence or disability of the treasurer, one or more of the assistant treasurers may perform such duties of the treasurer as the treasurer, the president, or the board of directors may designate.

§3.13. The Secretary. The secretary shall:

(a) Keep the minutes of all meetings of the shareholders and of the board of directors in one or more books provided for that purpose;

(b) Cause all notices to the shareholders and the directors of the company to be duly given in accordance with these regulations and the Ohio General Corporation Law;

(c) Have charge, directly or through such transfer agent or agents and registrar or registrars as the board of directors may appoint, of the issue, transfer, and registration of certificates for shares of the company and of the records thereof, such records to be kept in such manner as to show at any time the number and class of shares in the company issued and outstanding, the names and addresses of the holders of record thereof, the numbers and classes of shares held by each, and the date when each share certificate was issued;

(d) Exhibit at all reasonable times to any director the aforesaid records of the issue, transfer, and registration of such certificates, upon application at the place where those records are kept;

(e) Have available at each shareholders' meeting the list or lists required by §1.17, above, certified by the officer or agent in charge of the transfer of shares;

(f) Sign (or cause the treasurer or other proper officer of the company thereunto authorized by the board of directors to sign), with the chairman of the board or the president or a vice president, certificates for shares of the company; and

(g) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the board of directors or the president or any vice president.

§3.14. The Assistant Secretaries. The assistant secretaries, if any, shall perform such duties as from time to time may be assigned to them, individually or collectively, by the board of directors, by the president, any vice president, or by the secretary. In the absence or disability of the secretary, one or more of the assistant secretaries may perform such duties of the secretary as the secretary, the president, or the board of directors may designate.

[End of Article III]

ARTICLE IV

Shares and Their Transfer

§4.01. Certificates for Shares. Every owner of one or more shares of the company shall be entitled to a certificate or certificates, which shall be in such form as the board of directors shall prescribe, certifying the number and class of fully-paid shares of the company owned by him. The certificates for the respective classes of such shares shall be numbered in the order in which they are issued and shall be signed in the name of the company by the chairman of the board or the president or any vice president, and the secretary or the treasurer (or any assistant secretary or any assistant treasurer). A record shall be kept of the name of the owner or owners of the shares represented by each such certificate and the number of shares represented thereby, the date thereof, and in case of cancellation, the date of cancellation. Every certificate surrendered to the company for exchange or transfer shall be cancelled and no new certificate or certificates shall be issued in exchange for any existing certificates until such existing certificates shall have been so cancelled, except in cases provided for in §4.03.

§4.02. Regulations. The board of directors may adopt such rules and regulations as it may deem expedient, not inconsistent with these regulations, concerning the issue, transfer, and registration of certificates for shares. It may appoint one or more transfer agents or one or more registrars, or both, and may require all certificates for shares to bear the signatures of either or both.

§4.03. Lost, Destroyed, and Mutilated Certificates. If any certificate for shares becomes worn, defaced, or mutilated but is still substantially intact and recognizable, the directors, upon production and surrender thereof, shall order it cancelled and a new certificate issued in lieu of it. The holder of any shares shall immediately notify the company if a certificate therefor shall be lost, destroyed, or mutilated beyond recognition, and the company may issue a new certificate in the place of any certificate theretofore issued by it which is alleged to have been lost or destroyed or mutilated beyond recognition. The board of directors may require the owner of the certificate which is alleged to have been lost, destroyed, or mutilated beyond recognition, or his legal representative, to give the company a bond with such surety or sureties, and in such penal sum, as it may direct, to indemnify the company and its directors and officers against any claim that may be made against it or any of them on account of the issuance of such new certificate in place of the allegedly lost, destroyed, or mutilated certificate. The board of directors may, however, refuse to issue any such new certificate except pursuant to legal proceedings under the laws of Ohio.

§4.04. Transfer of Shares; Restrictions on Transfer. Transfers of shares in the company shall be made only on the books of the company by the registered holder thereof, his legal guardian, executor, or administrator, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the company or with a transfer agent appointed by the board of directors, and on surrender of the certificate or certificates for such shares. The person in whose name shares stand on the books of the company shall, to the full extent permitted by law, be deemed the owner thereof for all purposes as regards the company.

No restriction on the right to transfer shares of the company and no reservation of a lien thereon shall be effective against a transferee of such shares unless there is set forth on the face or back of each certificate for such shares the statement or statements required by the Ohio General Corporation Law or any other applicable law.

[End of Article IV]

ARTICLE V

Miscellaneous

§5.01. Examination of Books by Shareholders. The board of directors may make reasonable rules and regulations prescribing under what conditions the books, records, accounts, and documents of the company, or any of them, shall be open to the inspection of the shareholders. No shareholder shall be denied any right which is conferred by the Ohio General Corporation Law or any other Ohio law to inspect any book, record, account, or document of the company.

§5.02. Dividends. Subject to the articles, these regulations, and to the extent and as permitted by the Ohio General Corporation Law, the board of directors may declare dividends on the shares of the company whenever and in such amounts, if any, as the articles may provide, or as, in the opinion of the board of directors, the condition of the affairs of the company renders advisable. Unless otherwise required by the articles with respect to shares of any class or series, the declaration of dividends, if any, shall be wholly within the discretion of the board of directors, irrespective of the amount of surplus or capital surplus available for such purpose.

§5.03. Amendment of Regulations. These regulations may be amended, repealed, or superseded by a new code of regulations (a) at any annual or special meeting of the shareholders by the affirmative vote of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal, (b) without a meeting of the shareholders, by the written consent of the holders of record of shares entitling them to exercise a majority of the voting power on such proposal, or (c) by a majority of the board of directors; *provided, however*, that no provision or permission in these regulations may divest shareholders of the power, or limit the shareholders' power, to adopt, amend, or repeal the regulations. If any such amendment or new code of regulations is adopted without a meeting of the shareholders, the secretary shall mail a copy of the amendment or new code of regulations to each shareholder who would have been entitled to vote thereon, but who did not participate in the adoption thereof.

§5.04. Definitions. As used herein, and as of any point in time, "articles" shall mean the articles of incorporation of the company as then in effect and as the same may thereafter be amended from time to time; "regulations" shall mean this code of regulations as then in effect and as the same may thereafter be amended from time to time; the "Ohio General Corporation Law" shall mean Sections 1701.01 through 1701.99, inclusive, of the Ohio Revised Code, or any subsequent statute of like tenor or effect, as then in effect and as the same may thereafter be amended from time to time; and references to any section or subsection of the Ohio General Corporation Law shall include any subsequent amendment (including any renumbering) to such section or subsection or other amendment to the Ohio General Corporation Law dealing with the same subject matter as such section or subsection.

§5.05. Construction of Regulations. In the event these regulations contain any terms or provisions that are inconsistent or in conflict with any of the terms or provisions of the articles, such terms and provisions of the articles shall control and supersede such conflicting or inconsistent terms and provisions of these regulations, but such conflict or inconsistency shall not impair, nullify or otherwise affect the remaining terms and provisions of these regulations

which shall remain in full force and effect. The captions at the beginnings of the several Articles and sections of these regulations are not part of the context hereof, but are merely labels to assist in locating and reading those Articles and sections thereof; such captions shall be ignored in construing these regulations.

[End of Article V]

ARTICLE VI

Notices

§6.01. Notices. Except as otherwise specifically provided herein or required by the Ohio General Corporation Law, whichever notice is required to be given to any shareholder, director, officer or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, addressed to such shareholder, director, officer or agent at his or her address as the same appears on the books of the company, or by electronic transmission (if consented to by the shareholder). The time when such notice is dispatched shall be the time of the giving of the notice.

§6.02. Electronic Notice; Consent. On consent of a shareholder, director, officer or agent, notice from the company required to be given pursuant to the Ohio General Corporation Law, the articles or these regulations may be provided to such shareholder, director, officer or agent by electronic transmission. The shareholder, director, officer or agent may specify the form of electronic transmission to be used to communicate such notice. A shareholder, director, officer or agent may revoke their consent to receive notice by electronic transmission by providing written notice to the company. The consent is considered revoked if the company is unable to deliver by electronic transmission two consecutive notices, and the secretary, assistant secretary or transfer agent of the company, or another person responsible for delivering notice on behalf of the company, knows that delivery of those two electronic transmissions was unsuccessful. Inadvertent failure to treat the unsuccessful transmissions as a revocation of the consent does not affect the validity of a meeting or other action.

§6.03. Waivers.

(a) Whenever notice is required to be given pursuant to the Ohio General Corporation Law, the articles or these regulations, a written waiver of any notice, signed by a shareholder, director, officer or agent whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such shareholder, director, officer or agent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders or the directors need be specified in any written waiver of notice or any waiver of electronic transmission unless so required by the Ohio General Corporation Law, the articles or these regulations.

(b) The attendance of any shareholder or director at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice thereof shall constitute a waiver of notice of such meeting.

[End of Article VI]

ARTICLE VII

Exclusive Forum

Unless the company consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the company, (ii) any action for breach of duty to the company or the company's shareholders by any current or former officer or other employee or agent or director of the company, (iii) any action against the company or any current or former director, officer or other employee or agent or director of the company arising pursuant to any provision of the Ohio General Corporation Law, the articles or these regulations, or (iv) any action against the company or any current or former officer or other employee or agent or director of the company governed by the internal affairs doctrine shall be the United States District Court for the Southern District of Ohio, Eastern Division at Columbus, or in the event that court lacks jurisdiction to hear such action, the Franklin County Court of Common Pleas, General Division, Columbus, Ohio, unless neither court has personal jurisdiction over an indispensable party named as a defendant. Failure to enforce the foregoing provisions would cause the company irreparable harm and the company shall be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the company shall be deemed to have notice of and consented to the provisions of this Article VII. If any action the subject matter of which is within the scope of this Article VII is filed in a court other than a court located within the State of Ohio (a "Foreign Action") by or in the name of any shareholder, such shareholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Ohio in connection with any action brought in such court to enforce the provisions of this Article VII and (ii) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the Foreign Action as agent for such shareholder.

[End of Section VII]

[End of Code of Regulations]