

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/10/97

CHARTER NUMBER: 964338 -
ROLL AND FRAME: 5713-0478
05713-0478

CORPORATION:

DOCUMENT NUMBER	CODE	FEE
-----	----	----
96123034201	ARF	85.00

AAA FACTORY DIRECT MUFFLER OUTLET, INC.

055572

RETURN TO: HAYES LAW OFFICE
195 E BROAD ST
P O BOX A 50
PATASKALA OH 43062

TOTAL : 85.00

0141

05713-0479



The State of Ohio

Bob Taft

Secretary of State

964338

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: ARF

of:

AAA FACTORY DIRECT MUFFLER OUTLET, INC.

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

Recorded on Roll 5713 at Frame 0480 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 30TH day of DEC .

A.D. 19 96 .




Bob Taft
Secretary of State

05713-0480

ARTICLES OF INCORPORATION
OF
AAA FACTORY DIRECT MUFFLER OUTLET, INC.

126
12-30-96
85.00
a6123034201

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, do hereby certify:

FIRST: The name of the corporation shall be:

AAA FACTORY DIRECT MUFFLER OUTLET, INC.

SECOND: The place in Ohio where the principal office of the corporation is to be located is 224 National Road SE, Hebron, Licking County, Ohio 43025.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under sections 1701.01 to 1701.98, inclusive, of the Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Five Hundred (500) shares, all of which shall be common shares without par value.

FIFTH: The amount of stated capital with which the corporation will begin business is \$500.00.

SIXTH: Notwithstanding any provisions of the Corporation Statutes of Ohio now or hereafter in force requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds or any other proportion of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

SEVENTH: Each person who is or has been a director or officer of the Corporation, and his heirs, executors and administrators, shall be indemnified by the Corporation against all reasonable costs and expenses and against all liabilities incurred by him or imposed upon him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the corporation or by reason of any act or omission to act as a director or officer of the corporation including, but not limited to, amounts paid in settlement of any such asserted liability action, suit or proceeding provided, however, that in the event of a settlement of any such asserted liability action, suit or proceeding such director or officer shall be indemnified only to such extent as shall be approved by a court of competent jurisdiction or by a resolution duly adopted by a



05713-0481

majority of the Board of Directors not involved in the matters in question, and provided further that the corporation shall not indemnify any such director or officer for any costs and expenses incurred by him or liability imposed upon him in relation to matters as to which he shall be finally adjudged in any action, suit or proceeding to be derelict in the performance of his duty as a director or officer of the corporation. The foregoing right of indemnification shall not be exclusive but shall be in addition to any other rights to which any director or officer may be entitled as a matter of law.

EIGHTH: A director of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendee, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of this corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, director or trustee, or any trust of which any director of this corporation is a trustee, is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the corporation for or in respect to any such transaction or contract or act of this corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee, is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of directors of the corporation which shall authorize or take action in respect to any such contract, or transaction, or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding to question whether a director of the corporation has acted in good faith shall be material, and notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

05713-0482

IN WITNESS WHEREOF, the undersigned incorporators have signed
these Articles of Incorporation on this 30 day of
DECEMBER, 19 96.

David M. Steinke
David M. Steinke, Incorporator

Cheri L. Steinke
Cheri L. Steinke, Incorporator

05713-0483

ORIGINAL APPOINTMENT OF AGENT

OF

AAA FACTORY DIRECT MUFFLER OUTLET, INC.

The undersigned, being all of the incorporators of AAA FACTORY DIRECT MUFFLER OUTLET, INC. hereby appoint David M. Steinke, a natural person resident in the state of Ohio, as its agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

12350 Snyder Church Road, Baltimore, Fairfield County, Ohio 43105

DATED: 12-30-96

David M. Steinke
David M. Steinke, Incorporator

Cheri L. Steinke
Cheri L. Steinke, Incorporator

TO: AAA FACTORY DIRECT MUFFLER OUTLET, INC.

Dated: 12-30-96

Lady and Gentleman:

The undersigned hereby accepts appointment as agent of your corporation upon whom process, notices and demands may be served.

David M. Steinke
David M. Steinke

☐ **UNIFORM COMMERCIAL
CODE FILING** 05713-0481

☐ **CORPORATIONS FILING**

CORPORATIONS ONLY

☐ **EXPEDITE
SERVICE** ☐ **PICK-UP** ☒ **MAIL**

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

HAYES LAW OFFICE

NAME OF YOUR FIRM OR COMPANY

ATTENTION

195 E BROAD ST.

P.O. BOX A-50

PATASKALA, OHIO 43062

STREET, CITY, STATE, ZIP CODE

(614) 927-2927

TELEPHONE NUMBER

UCC ONLY

☐ **MAIL** ☐ **PICK-UP**

IF NOT CHECKED, IT WILL BE MAILED.

RECEIVED

DEC 30 1986

BOB TAFT

SECRETARY OF STATE