

STATE OF OHIO
DEPARTMENT OF STATE



ANTHONY J. CELEBREZZE, JR.
SECRETARY OF STATE

DATE 10/25/79

162280
NUMBER

RECEIPT NO. 21039

E666-2204 106

RECEIVED OF
OR FILED BY SANDUSKY MOTOR SALES, INC.

E666-2204

THE SUM OF \$ 38.00 FOR FILING AND AGS CHN OF

MATHEWS FORD SANDUSKY, INC. FORMERLY SANDUSKY MOTOR SALES, INC.

RECEIPT

RETURNED TO:
SANDUSKY MOTOR SALES, INC.
610 E. PERKINS AVE.
SANDUSKY, OH 44870

21039

AND \$ 35.00
AGS 3.00

TOTAL FEE \$ 38.00

NAME:
MATHEWS FORD SANDUSKY, INC. FORMERLY SANDUSKY MOTOR SALES, INC.

2 checks



E666-2205

DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.

Secretary of State

Certificate

162280

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: AMD AGS CHN of MATHEWS FORD SANDUSKY, INC. FORMERLY SANDUSKY MOTOR SALES, INC.

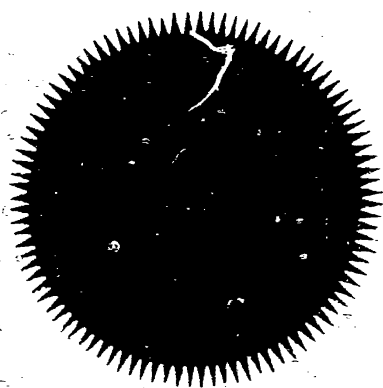
United States of America
STATE OF OHIO
Office of the Secretary of State

Recorded on Roll E666 at Frame 2206 of the
Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the City of
Columbus, Ohio, this 22ND day of OCTOBER, A. D. 19 79

A handwritten signature in cursive script, reading "Anthony J. Celebrezze Jr.", written over a horizontal line.

ANTHONY J. CELEBREZZE, JR.
Secretary of State



E666-2206

CERTIFICATE OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
SANDUSKY MOTOR SALES, INC.

162280
 APPROVED
 By *E. J. Mathews*
 Date *10-22-79*
 Amount *35.00*

Thurman R. Mathews, President, and Timothy Mathews, Secretary, of Sandusky Motor Sales, Inc.; an Ohio corporation, do hereby certify:

That a meeting of the holders of shares of said corporation entitling them to vote on the proposal to amend the Articles of Incorporation thereof as contained in the following Resolutions, was duly called and held on the 10th day of October, 1979, immediately after the adjournment of the Special Meeting of the Board of Directors of Sandusky Motors, Inc. on October 10, 1979, at which meeting a quorum of said Shareholders was present in person or by proxy, and that, by the affirmative vote of the holders of shares entitled under the Articles to exercise all the voting power of the corporation on such proposal, the following Resolutions were adopted to amend the Articles:

RESOLVED, that the Articles of Incorporation of Sandusky Motor Sales, Inc. be, and the same hereby are, amended by striking out in the entirety Article I thereof which reads as follows:

"The name of said corporation shall be Sandusky Motor Sales, Inc."

and inserting in lieu thereof:

"The name of said corporation shall be Mathews Ford Sandusky, Inc."

RESOLVED FURTHER, that the Certificate of Amendment of the Articles of Incorporation submitted to this meeting be, and the name is, in all respects approved, authorized and adopted.

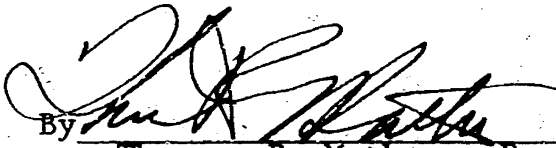
- 2 -

E666-2207

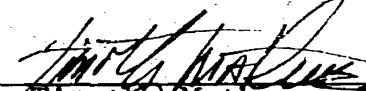
RESOLVED FURTHER, that the President and the Secretary of the corporation be, and they hereby are, authorized and directed to execute and file in the office of the Secretary of the State of Ohio, said Certificate of Amendment and to execute, deliver and file any other certificate or instrument which they may deem necessary or appropriate to render effective or otherwise fully to carry out the intent and purposes of these Resolutions.

IN WITNESS WHEREOF, said Thurman R. Mathews, President, and Timothy Mathews, Secretary, of Sandusky Motor Sales, Inc. acting for and on behalf of said corporation, have hereunto subscribed their names this 10th day of October, 1979.

By

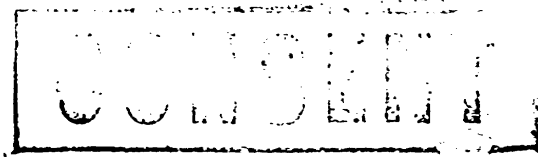

Thurman R. Mathews, President

By


Timothy Mathews, Secretary

C-123

E666-2208

CONSENT FOR USE
OF SIMILAR NAME

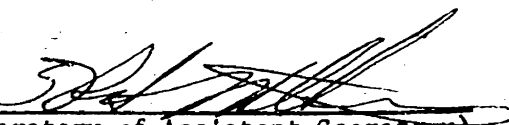
On the 8th day of October, 1979
the Board of Directors of MATHEWS FORD, INC.
(Name of Corporation)

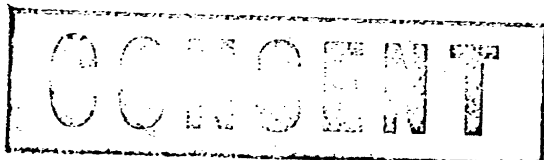
passed the following resolution:

Resolved that MATHEWS FORD, INC.
(Name of Corporation)

gives its consent to MATHEWS FORD SANDUSKY, INC.
(Name of New Company or persons)

to the use of the name MATHEWS FORD SANDUSKY, INC.
(Name of New Company)

Signed 
(Secretary or Assistant Secretary)



C-104 Prescribed by
ANTHONY J. CELEBREZZE, JR.
Secretary of State

E666-2209

Number 162280
Approved by Eure
Date 10-22-79
Fee \$3.00

SUBSEQUENT APPOINTMENT OF AGENT
Sections 1701.07 (C), 1702.06 (D) Revised Code

KNOW ALL MEN BY THESE PRESENTS, That

Jacob L. Kreidler

(Name of Agent)

of 3012 Hinde Avenue

(Street or Avenue)

In Sandusky 44870, Erie County, Ohio, (a natural person
(City or Village)

residing in this state) or (~~a corporation having a business address in this state~~)

(Strike phrase not applicable), is hereby appointed as the agent on whom (which) process,
Mathews Ford Sandusky, Inc. formerly
tax notices and demands against SANDUSKY MOTOR SALES, INC.

(Name of Corporation)

may be served, to succeed Robert B. Matheson,
(Name of Former Agent)

heretofore appointed as agent, which appointment is hereby made pursuant to a resolution
of the board of directors (trustees) passed on the 15th day of October,
19 79. All previous appointments are hereby revoked.

By [Signature] President
(President, Vice-President, Secretary)

Sandusky, Ohio

October 15, 19 79

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

[Signature]
(Signature of Agent)

By [Signature]
(Signature of Officer Signing and Title if
Agent is a Corporation)

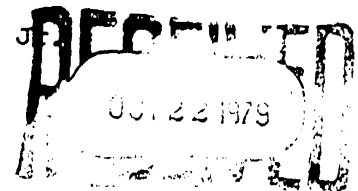
SANDUSKY MOTOR SALES, INC.
610 E. PERKINS AVE.
SANDUSKY, OHIO 44870

EC666-2210



CORRESPONDENCE

Anthony J. Celebrezze, Jr.
Secretary of State
14th Floor
State Office Tower
Columbus, Ohio 43216





Secretary of State
Anthony J. Celebrezze, Jr.
Corporations Counsel
John J. Blancamano

EC 666-2211

CORRESPONDENCE

October 17, 1979

SANDUSKY MOTOR SALES, INC.
Charter No. 162280
Certificate of Amendment

Mr. Thomas A. Mathews
Attorney at Law
133 1/2 E. Center St.
Marion, Ohio 43302

Dear Mr. Mathews:
~~Gentlemen:~~

The enclosed documents are being returned unfiled because:

Consent will be needed for a change of name from the above to MATHEWS FORD SANDUSKY, INC., as we have on record a current corporate entity called MATHEWS FORD, INC., located in Mount Gilead, Morrow County. Their statutory agent is John Jagger, 45 S. Main St., Mt. Gilead, Ohio 43338. We are enclosing a consent form.

If you have any questions concerning this matter, please feel free to contact us at (614) 466-3910.

Very truly yours,

Eugene Clower
EUGENE CLOWER

EC:at

Encl
Mathews Ck#1290 \$35.00
Cert. of Amdmt
Consent form

