



State of Ohio
Department of State

Date 10/02/85

F0750-0153

Number 663135

Sherrod Brown
Secretary of State

Receipt No. 25370

F750-0153 0267

Received of M. DONALD ZIMMERMAN
or filed by

The sum of \$ 75.00 for filing ARF of

HARRS AUTO GLASS, INC.

Returned to:

M. DONALD ZIMMERMAN
6800 LAUFFER RD.
COLUMBUS, OH 43229

25370

RECEIPT

ARF \$ 75.00

Name:
HARRS AUTO GLASS, INC.

Total Fee: \$ 75.00

**Encountered an error when handling image:
F750_0153-01-0002**

To have this corrected, please call the Ohio Secretary of State's office at
(877) SOS-FILE(767 - 3453)

F0750-0155

APPROVED

By DCDate 10-1-85Amount 2500

Form ARF, August 1983

Prescribed by Sherrod Brown

Secretary of State

Articles Of Incorporation

(Under Chapter 1701.01 et seq.)
Profit Corporation

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under Sections 1701.01 et seq. of the Revised Code of Ohio, do hereby certify:

FIRST. The name of said corporation shall be Harris Auto Glass, Inc.

SECOND. The place in Ohio where its principal office is to be located is

Columbus, Franklin County.
(City, Village or Township)

THIRD. The purposes for which it is formed are:

- A. To repair and replace automobile windshields, glass, gaskets and perform all other services related thereto.
- B. To manufacture, purchase, or otherwise acquire and sell, assign, transfer, exchange, or otherwise dispose of, and to invest, trade, and deal in and with all other types of goods, wares, merchandise, manufactured articles, materials, provisions, and produce of every kind and description.
- C. To acquire by purchase, lease, exchange, or otherwise, to own, hold, use, manage, develop, plat, improve, mortgage, and to sell, lease, mortgage, exchange, and otherwise deal in, real estate and any interest or right therein either for its own account or for the account of others; to won, erect,

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- construct, rebuild, repair, manage and control, lease, buy and sell houses, apartments, offices, warehouses, shops, factories, and any and all other types of buildings and structures; to engage generally in the business of owning, operating, and leasing real properties of every character and description, and to make and obtain loans on real estate, and to buy, sell, hold, own, and otherwise deal in, mortgages, mortgage bonds or notes, land contracts, land trust certificates, leases, and other evidences of indebtedness secured by real estate or by a lien thereon or any interest therein.
- D. To apply for, obtain, purchase, take licenses in respect of, or otherwise acquire, and to hold, own, use, grant licenses in respect of, manufacture under, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, processes, and any improvements and modifications thereof; any and all letters patent of the United States or of any other country, state, territory, or locality, and all rights connected therewith or appertaining thereunto; any and all copyrights granted by the United States or any other country, state, territory, or locality; and any and all trademarks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.
- E. To enter into, assist, promote, conduct, perform, or participate, in every kind of commercial, mercantile, real estate, mining, or industrial enterprise, business, work, contract, undertaking, partnership, venture, or operation, in the United States or any foreign country; and for any such purpose to purchase or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of, the real estate, plants, equipment, inventory, merchandise, materials, and other assets, stock, goodwill, rights, franchises, patents, copyrights, trademarks, and trade names, and other properties of domestic or foreign corporations, firms, associations, partnerships, syndicates, individuals, and others; to continue, alter, extend, or develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their

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capital, and participate in any way in their affairs; to take over as a going concern and continue in its own name, any business so acquired, and to pay for any such business or properties in cash, stock, bonds, debentures, securities or obligations of the corporation, or otherwise.

- F. To aid in any manner any corporation, association, partnership, firm or individual, domestic or foreign, any shares of stock in which, or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which, are held by or for the corporation, directly or indirectly, or in whose welfare the corporation shall have any interest.
- G. To act as agent, attorney in fact, factor, or broker, on commission or otherwise, for persons, firms, and corporations, and, as such, to aid, develop, extend, and promote the business interest of such persons, firms, and corporations.
- H. To carry on any other business in connection with any of the foregoing businesses, transactions and dealings.

Each purpose specified in any clause or paragraph contained in this article shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles of incorporation.

The corporation reserves the right at any time and from time to time to change substantially its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation which is authorized by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefore. No shareholder, notwithstanding that he may have voted against such change of purposes or may have objected thereto in writing, shall be entitled to payment of the fair cash value of his shares.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is 500 shares, all of which shall be without par value.

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

SIXTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

SEVENTH: The Board of Directors is hereby authorized to fix and determine and to vary, the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is permitted under the provisions of Sec. 1701.35 of the Ohio Revised Code, or any statute of like tenor or effect which is hereinafter enacted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting-trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

EIGHTH: Every statute of the State of Ohio hereafter enacted, whereby the rights or privileges of shareholders of a corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

NINTH: A director or officer of the company shall not be disqualified by his office from dealing or contracting with the company as a vendor, purchaser, employee, agent or otherwise. No transaction or contract or act of the company shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any firm of which any director or officer is a shareholder, director, officer or trustee, or any trust of which any director or officer of the company is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the company for or in respect to any transaction or contract or act of the company or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of

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which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or such corporation or such trust is so interested shall have been disclosed or shall have been 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 such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors 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, and any officer of the company may take any action within the scope of his authority, respecting 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 or beneficiary, 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, the question of whether a director or officer of the company has acted in good faith is material, and not withstanding 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.

TENTH: Except as otherwise provided herein, every person who is or has been a director or officer of the company and his heirs and legal representatives is hereby indemnified by the company against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit, or proceeding to which he may be a party defendant or (2) any claim of liability asserted against him, by reason of his being or having been a director or officer of the company. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim or liability other than any amount paid or agreed to be paid to the company itself. The company does not, however, indemnify any director or officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such director or officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of the company by (1) the court having jurisdiction of the action, suit, or proceeding against such director or officer or of a suit involving the right to indemnification, or (2) a majority of the directors of the company then in office other than those involved in such matter (whether or not such majority constitutes a quorum), or, if there are not at least two directors of the company then in office, other than those involved in such matter, by a majority

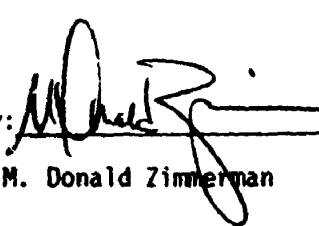
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of a committee (selected by the Board of Directors) of five or more shareholders of the company who are not directors or officers, provided that such indemnity in case of a settlement shall not be allowed by such directors or committee of shareholders unless it is found by independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the company, and is not a partner or professional associate of a director, officer, or employee of the company) that such settlement is reasonable in amount and in the interest of the company. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law.

Each person (including a director or officer of the company) who, at the request of the company, acts as a director or officer of any other corporation in which the company owns shares or of which it is a creditor, may, by action of the Board of Directors, be indemnified by the company to the same extent that directors and officers of the company are indemnified by this article.

In witness whereof, We have to subscribed our names, this 1ST day of OCTOBER 1985.

HARRS AUTO GLASS, INC.

By:  Incorporator
M. Donald Zimmerman

Form AGO August, 1983
Prescribed by Sherrod Brown
Secretary of State

F0750-0161



Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of Harris Auto Glass, Inc.
(Name of Corporation)

_____, hereby appoint M. Donald Zimmerman to be statutory agent
(Name of 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: 6800 Lauffer Road
(Street)

Columbus, Franklin County, Ohio 43229
(City or Village) (Zip Code)

Date: OCTOBER 1, 1985

M. Donald Zimmerman
(Incorporator)

M. Donald Zimmerman
(Incorporator)

(Incorporator)

Instructions

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.04(C), 1702.04(C).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) The agent's complete street address must be given; a post office box number is not acceptable. R.C. 1701.07(C), 1702.06(C).
- 4) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B).

STANLEY P. ZIMMERMAN

M. DONALD ZIMMERMAN

6800 LAUFFER RD.

COLUMBUS, OH 43229

2010-05204