



State of Ohio
Department of State

G0701-0374

Sherrod Brown
Secretary of State

Date 9/08/89

Number 756069

Receipt No. 20726

G701-0374 0077

Received of SPURLOCK, SEARS, PRY & GRIEBLING
or filed by

The sum of \$ 75.00 for filing ARF of

MCQUIRE AUTOMOTIVE WHOLESALE, INC.

Returned to: 20726
SPURLOCK, SEARS, PRY & GRIEBLING
ATT: J.W. PRY, II
120 N. LANE ST., DRWR
BUCYRUS, OH 44820

RECEIPT

Name:
SEG 0001 MCQUIRE AUTOMOTIVE WHOLESALE, INC.

ARF \$ 75.00

Total Fee: \$ 75.00

G0701-0375

Department of State

The State of Ohio**Sherrod Brown**

Secretary of State

756069

 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:

MCGUIRE AUTOMOTIVE WHOLESALE, INC.

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

Recorded on Roll G701 at Frame 0376 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 24TH day of AUG,
A.D. 1989.



Sherrod Brown
Sherrod Brown
Secretary of State

G0701-3376

Form ARJ, August 1963

Prescribed by Sherrod Brown

Secretary of State

APPROVED

9/24/89
75.00

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 _____

~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ McGuire Automotive Wholesale, Inc.

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

Upper Sandusky

Wyandot

County.

(City, Village or Township)

THIRD. The purposes for which it is formed are:

To purchase, take, own, hold, acquire, lease, deal in, mortgage or otherwise lien and to sell, exchange, transfer or in any manner whatsoever dispose of real and personal property situated within or without the State of Ohio and within or without the territorial United States;

To loan money or borrow money, and to take as security thereon, mortgages, pledges, or other security devices, either on real estate or personal property;

To form and become a participant in a partnership or any other security devices, either on real estate or personal property;

To form and become a participant in a partnership or any other legal entity with other individuals, persons, corporations or any other legal entities;

To act as agent or representative of individuals, firms or corporations, or for stock and other securities or obligations of subsidiary corporations engaging in any business in which this corporation may legally engage;

To buy, sell, lease, manage or otherwise deal in any and all types of motor vehicles accessories at the retail and wholesale level.

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To carry on any other business, legal under the laws of the State of Ohio, which may be necessary, desirable or profitable; and all other things necessary for such purposes, and the performance of any lawful act, and the conduct of any lawful activity for which the corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

Notwithstanding any provision of the Ohio Revised Code now or hereafter in force requiring for any purpose the vote, consent, waiver or release 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 or by these articles, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise a majority of the voting power of the corporation of such class or classes.

No holder of shares of this corporation of any class shall be entitled, as such, as a matter of right, to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which there shall be attached or appertain any warrants or rights entitling the holders thereof to purchase or subscribe for shares.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in the articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted to this reservation.

No director or officer of this corporation shall be disqualified by his office from dealing or contracting with the corporation as a vendor, 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 officer or any firm of which any director or officer is a member of any corporation of which any director or officer is a shareholder, director or officer, is any way interested in such transaction or contract or act, provided the fact that such director or officer 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 director or officer be accountable or responsible to the corporation or any shareholder thereof for or in respect to any such transaction or act of this corporation 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 officer 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 of any such transaction.

The corporation is authorized to purchase and redeem, hold, sell and transfer shares of its own capital stock from time to time to such extent and in such manner and upon such terms as the board of directors may determine, and to use the funds of the corporation for such purpose, provided that the corporation shall not use any of its funds or property for the purchase of its own capital stock when there is reasonable grounds for believing that the corporation is unable, or by such purpose may be rendered unable, to satisfy its obligations and liabilities; and provided further, that shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly by it.

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The corporation shall indemnify each director, officer or employee, each former director, officer or employee, and each person who is serving or has served at its request as a director, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties and amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such director, officer, or employee, provided that a determination is made (a) that he was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is or was a director, officer or employee; (b) that he acted in good faith in what he reasonably believed to be the best interest of the corporation; and (c) that, in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The determination as to the foregoing matters with respect to each action, suit, or proceeding shall be made (i) by a majority of directors of the corporation acting at a meeting at which a quorum consisting of directors who are not parties to or threatened with such action, suit or proceeding is present and on which determination only such directors vote; or (ii) by independent legal counsel in a written opinion, if such quorum cannot be obtained to vote on such indemnification, or, even if obtainable, the directors qualified to vote so direct. The termination of any action or proceeding upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that any director, officer or employee did not act in good faith in what he reasonably believed to be the best interests of the corporation or had reasonable cause to believe that his conduct was unlawful. Expenses incurred by any person in defending any action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation. The indemnification provided in this regulation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any regulation, by-law, agreement, insurance purchased by the corporation, vote of shareholders or otherwise, or of any other indemnification which may be granted to any person apart from this provision and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors, or administrators of such a person.

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FOURTH. The number of shares which the corporation is authorized to have outstanding is
(Please state whether shares are common or preferred and their
par value, if any.)

750 shares of no-par common stock

\$500.00 stated capital

IN WITNESS WHEREOF, We have to subscribed our names,
this 7th day of August 19, 1989

McGUIRE AUTOMOTIVE WHOLESALE, INC.

(Name of Corporation)

By: X Dennis R. McGuire, Incorporator
Dennis R. McGuire

By: X Mary K. McGuire, Incorporator
Mary K. McGuire

By: X Karen M. McGuire, Incorporator
Karen M. McGuire

By: X Lynn D. McGuire, Incorporator
Print or type Incorporator's Names beneath their signatures.
Lynn D. McGuire

By: X Larry A. Morrison, Incorporator
Larry A. Morrison

Articles will be returned unless accompanied by form designating statutory agent.
See 1701.07, Revised Code of Ohio.

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

G0701-0380



Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of ~~XXXXXXXXXXXXXXXXXXXX~~
McGUIRE AUTOMOTIVE WHOLESALE, INC.
(Name of Corporation)

_____ hereby appoint Larry A. Morrison 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: 590 Lexington Avenue
(Street)

Mansfield Richland County, Ohio 44907
(City or Village) (Zip Code)

Date: August 7, 1989

Larry A. Morrison
(Name of Agent)
Lynn U. McGuire (Incorporator)
Karen M. McGuire (Incorporator)
Dennis R. McGuire
Dennis R. McGuire
Mary K. McGuire

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).

SPURLOCK, SEARS, PRY & GRIEBLING

60701-8381

ATTORNEYS-AT-LAW
30 E. BROAD STREET
SUITE 200
COLUMBUS, OHIO 43266TELEPHONE
(614) 542-9884ROBERT S. SPURLOCK
JOHN D. SEARS
JAMES W. PRY II
ERIC H. GRIEBLING
B. SCOTT JENNINGS

August 21, 1989

Secretary of State Sherrod Brown
30 E. Broad Street, 14th Floor
State Office Tower
Columbus, OH 43266-0418

Re: MCGUIRE AUTOMOTIVE WHOLESALE, INC.

Gentlemen:

Enclosed is the Articles of Incorporation and Original Appointment
of Statutory Agent which I would like filed in your office. After
you have done so, please return the original documents to me for
records.

Also enclosed is our check in the amount of \$75.00 to cover the
filing fee.

Thank you for your assistance in this matter.

Very truly yours,

SPURLOCK, SEARS, PRY & GRIEBLING

James W. Pry II
Attorney at Law

JWP:smw

Enclosures

CORRESPONDENCE