



State of Ohio
Department of State

Date 6/26/91

H0141-1331

Number 798598

Bob Taft
Secretary of State

Receipt No. 94752

H141-1331 0272

Received of DIBLASIO, FEKETE & ASSOCIATES
or filed by _____

The sum of \$ 75.00 for filing ARF _____ of

SATURN OF ROUTE 422, INC.

Returned to: 94752

DIBLASIO, FEKETE & ASSOCIATES
ATT: H.A. DIBLASIO
11 OVERHILL RD.
YOUNGSTOWN, OH 44512

RECEIPT

ARF \$ 75.00

Name: SATURN OF ROUTE 422, INC.

Total Fee: \$ 75.00

H141-1331



The State of Ohio

Bob Taft
Secretary of State

794504

❖ 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:

SATURN OF ROUTE 422, INC.

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



Recorded on Roll H141 at Frame 1333 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 24TH day of JUNE,
A.D. 1991.

Bob Taft
Bob Taft
Secretary of State

H141-1331

ARTICLES OF INCORPORATION

OF

SATURN OF ROUTE 422, INC.

3d
3612411
9-15-66

The undersigned, a citizen of the United States, desiring to form a corporation, for profit, under the General Corporation Act of Ohio, does hereby certify:

FIRST: The name of said corporation shall be SATURN OF ROUTE 422, INC.

SECOND: The place in the State of Ohio where its principal office is to be located is 420 Youngstown-Warren Road, Niles, Ohio 44446 (Trumbull County).

THIRD: The purpose or purposes for which it 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 Ohio Revised Code.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is Seven Hundred and Fifty (750) shares without par value.

FIFTH: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

SIXTH: A director of this corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise.

H141-1331

SEVENTH: No shareholder shall be entitled to transfer any shares of the corporation otherwise than in accordance with the provisions hereinafter set forth:

- A. Any stockholder may transfer all of such stock by testate direction or intestate distribution at the time of his death to or for the benefit of any person or persons, or by gift to, or in trust for the benefit of, himself, his parent or parents, or any descendant or descendants of his. In case of any such transfer, the legatees, heirs, next of kin, donees, or other transferees shall receive and hold such stock subject to the restrictions on encumbrance and disposition set forth in this Section. It is understood that no stockholder may sell a part without selling all of his stock in the corporation.
- B. Any stockholder who desires to sell all of such stock shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such stockholder by a bona fide prospective purchaser of such shares. The corporation shall have the option for ten (10) days after its receipt of such written offer to accept such offer. If, within such ten-day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, the stockholder so desiring to sell all of his stock shall make the same offer (being an offer in writing to sell such stock at the same price and upon the same terms offered to such stockholder by a bona fide prospective purchaser of such shares) to all of the other then stockholders of the corporation (as a group), and shall give written notice of such offer to all of the other then stockholders. Such other stockholders shall have the option for thirty (30) days after such proportions among themselves as they may agree, and if they do not agree, then each such stockholder who desires to accept such offer shall have the right to purchase such a fraction of such shares of stock as is computed as follows:

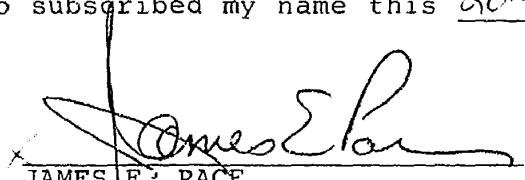
H0141-1135

- (i) The numerator of the fraction shall be the number corresponding to the number of shares of stock of the corporation then owned by such stockholder who desires to accept such offer;
- (ii) The denominator of such fraction shall be the number corresponding to the sum of all of the shares of stock then owned by all of the then stockholders who desire to accept such offer; provided, however, that no stockholder shall have the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such offer, by one or more of such offeree stockholders.

If no stockholder or stockholders exercise such option within the aforesaid thirty-day period, then the stockholder so desiring to sell all of his stock shall have the right for a period ending on the sixtieth (60th) day after the expiration of the aforesaid thirty-day period, to sell such stock to and only to, the aforesaid bona fide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the other stockholders and/or the corporation. Upon expiration of such 60-day period, if such stockholder does not sell such stock, all of the restrictions imposed by the Code of Regulations shall continue to apply to all of the stock owned by such stockholder.

EIGHTH: The stock of this corporation shall be governed and regulated under Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of June, 1991.


JAMES E. PACE
INCORPORATOR

H0141-1331

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The Undersigned, being at least a majority of the incorporators of Saturn of Route 422, Inc., hereby appoint James E. Pace to be statutory 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: 420 Youngstown-Warren Road, Niles, Ohio 44446 (Trumbull County).

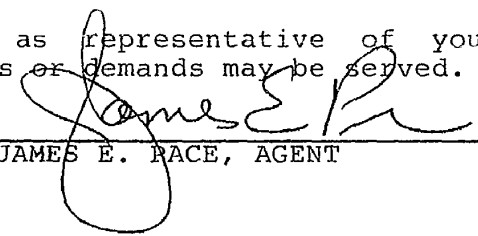
DATE 6-20-91

JAMES E. PACE
INCORPORATOR

TO: SATURN OF ROUTE 422, INC.

TRUMBULL COUNTY, OHIO

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



JAMES E. PACE, AGENT

20141-1331

LAW OFFICES
DiBLASIO, FEKETE & ASSOCIATES

11 OVERHILL ROAD
YOUNGSTOWN, OHIO 44512

HENRY A. DiBLASIO
MATTHEW T. FEKETE

June 20, 1991

TELEPHONE
216-743-3344
FAX 216-798-3266

The Honorable Robert A. Taft II
CORPORATE DIVISION
Office of the Secretary of State
14th Floor, State Office Tower
30 East Broad Street
Columbus, Ohio 43266-0418

RE: SATURN OF ROUTE 422, INC.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-noted company together with a check in the amount of \$75.00 to cover the cost of the filing fee.

Please file these Articles and send me the necessary evidence that they have been properly filed with your office.

Thank you for your anticipated cooperation.

Very truly yours,

H. A. DiBlasio
H. A. DiBLASIO

HAD:lam
Enclosures

cc: James E. Pace

