

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/23/91

H0221-0037

CHARTER NUMBER: 484372
ROLL AND FRAME: H221-0037

CORPORATION:

DOCUMENT NUMBER

CODE

FFE

1988 MCKINLEY AVENUE, INC. FORMERLY 1988 MC K
INLEY AVENUE, INC.

91101721901

AMA

60.00

INC

NO FEE

CHP

NO FEE

CHN

NO FEE

031575

RETURN TO: KATAN AND SMITH
ATT: G. WOLF
261 S. FRONT ST.
COLUMBUS, OH 43215

0067

H0221-0038



The State of Ohio

Bob Taft
Secretary of State

- 34 - 770

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: AAA INC CHP CHN

of:

1988 MCKINLEY AVENUE, INC. FORMERLY 1988 MC KINLEY AVENUE, INC.

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

Recorded on Roll H221 at Frame 0039 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at
Columbus, Ohio, this 17TH day of OCT,
A.D. 1971.



Bob Taft
Bob Taft
Secretary of State

H0221-0039

AMENDED ARTICLES OF INCORPORATION
OF
1988 MCKINLEY AVENUE, INC.484372
APPROVED
BY RB
10/17/91
60

The undersigned, being all of the Shareholders of 1988 McKinley Avenue, Inc., do hereby adopt these Amended Articles of Incorporation, to replace and supersede the existing Articles of Incorporation:

FIRST. The name of said corporation shall be 1988 McKinley Avenue, Inc.

SECOND. The principal office of said corporation is to be located at 1988 McKinley Avenue, Columbus, Ohio

THIRD. The purposes for which it is formed are:

To operate a salvage yard; and, to engage in any lawful act or activity for which corporations may be formed under R.C. §1701.01 to 1701.98, inclusive.

Any purpose which may be specified in any clause or paragraph of this article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Amended Articles of Incorporation.

The corporation reserves the right to substantially change its purposes. If a change of purpose is authorized by the vote now or hereafter required by statute, dissenting shareholders shall not have appraisal or payment rights.

FOURTH. The authorized number of shares of the corporation is: 750 common, no par value.

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FIFTH. The corporation, by action of the Board of Directors, and without action by shareholders, may purchase, hold, sell and reissue its' own shares for the purposes and to the extent not prohibited by law.

SIXTH. A director shall not be disqualified 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 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 has an interest in the transaction or contract, 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 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; 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

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act, and may vote to authorize, ratify, or approve any such contract or transaction or act, and may vote 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 officer were not interested in such transaction or contract or act.

SEVENTH. The corporation shall indemnify each director and officer of the corporation, and each person who at the request of or at the instance of the corporation serves as a director or officer of any other corporation, against any costs and expenses which may be imposed on or reasonably incurred by him in connection with any claim, civil action, criminal action, suit, or proceeding (whether brought by the corporation, such other corporation, a receiver, a trustee, one or more shareholders or creditors, any governmental body, any public official, any private person, or any other corporation) hereafter made or instituted in which he may be involved by reason of his being or having been a director or officer of the corporation or of any corporation in which he served or serves as a director or officer at the request of or at the instance of the corporation (whether or not he continues to be a director or officer at the time of imposition of such costs or incurring such expenses), such costs and expenses to include the cost to such director or officer of reasonable settlements (other than amounts paid to the corporation itself or to such other corporation served at the request of or at the instance of the corporation). The

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corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such civil action, criminal action, suit, or proceeding to be liable because of dereliction in the performance of his duties as such director or officer, or (except with the approval of a court of competent jurisdiction, a disinterested majority of the Board of Directors, or any committee or group of persons to whom the question may be referred by the Board) with respect to any matter on which a settlement is effected if the amount paid by the director or officer in such settlement shall substantially exceed the expenses which might reasonably be incurred by him after the date of settlement in conducting litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any person concerned may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

~~EIGHTH.~~ Shareholders shall have no pre-emptive right to subscribe to any or all additional issues of stock or of securities convertible into shares of stock of any class of this corporation whether issued for money, for consideration other than money or by way of dividend.

NINTH. Whenever any action is to be taken at a shareholders' meeting of a particular class, such assent or approval may be given by the affirmative vote of the holders of the majority of shares having voting power in respect of such

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actions; unless the statutes otherwise require, "shares having voting power in respect of such action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

TENTH. The corporation may be dissolved by resolution adopted at a special meeting held for such purpose, notice of which has been given to all shareholders, the affirmative vote of the holders of shares entitling them to exercise a 66 2/3 percentum of the voting power of the corporation on such proposal of dissolution.

ELEVENTH. The corporation may sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets by the affirmative vote of the shareholders holding shares in the corporation entitling them to exercise a majority of the voting power on such proposal.

TWELFTH. These Articles of Incorporation may be amended, altered, changed or repealed in the manner now or hereinafter prescribed by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, have hereunto subscribed their names this 15th day of October, 1991.


Raymond Baker, Shareholder,
Director, President-Treasurer


Frank D. Stanley, Shareholder
Director, Vice-President-Secretary

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Watan and Smith

(Name of Firm or Company)

Frank

(Attention)

261 S. Front Street

(Street Address)

Columbus, Ohio 43215

(City, State and Zip code)

(614) 228-2678

(Telephone Number)

How many documents are being filed? 1

Type of payment

☒ Check (please indicate check # 26022)

☐ Cash (receipt # _____)

Amount of payment \$ 60.00

H0221-0044

RECEIVED

OCT 17 1991

**BOB TAFT
SECRETARY OF STATE**

CORRESPONDENCE