

## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

#### DAYTON-WALTHER CORPORATION

a corporation duly organized and existing under the laws of **Ohio** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twelfth** day of **June** **1973**, a properly authenticated copy of its articles of incorporation, and on the **12th** day of **June** **1973**, a designation of **T.H. Eberle or R.B. Kading** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **June**, **A.D., 1973**.

Pete T. Cenarrusa  
Secretary of State

Corporation Clerk

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

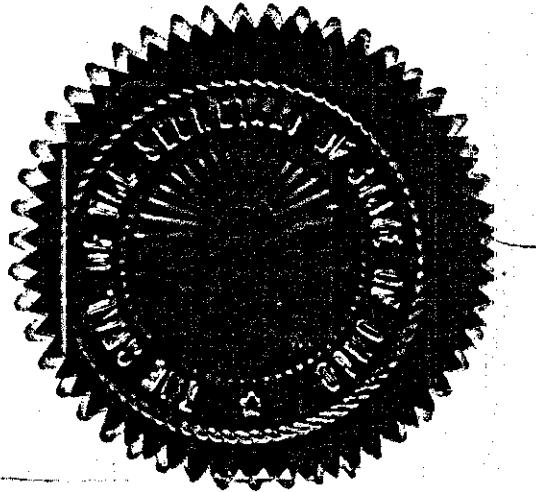
I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the

ARTICLES OF INCORPORATION  
OF

DAYTON- WALTHER CORPORATION

filed in this office on the 26TH day of APRIL A. D. 1973  
and recorded on (in) Roll (Volume) B 0876 , Frame (Page) 1631 of  
the Records of Incorporations.



WITNESS my hand and official seal at  
Columbus, Ohio, this 4TH day  
of JUNE A.D. 1973.

Ted W. Brown

TED W. BROWN  
Secretary of State

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ARTICLES OF INCORPORATION

OF  
DAYTON-WALTHER CORPORATION

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APPROVED

By

Date

10-16-73

Amended

5/20

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THE UNDERSIGNED, 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 DAYTON-WALTHER CORPORATION.

SECOND: The place in the State of Ohio where its principal office is to be located is Cincinnati, Ohio, in Hamilton, County.

THIRD: The purposes for which it is formed are:

The sale of wheels, brakes or component parts for trucks, trailers and automotive; the sale of wheels, brakes and components for mobile homes, recreational vehicles; other manufactured iron or steel products; utility trailers and the like.

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 inclusive of the Revised Code of Ohio.

To purchase or otherwise acquire, lease as lessee, invest in, hold, use, lease as lessor, encumber, sell, exchange, transfer, and dispose of property of any description or any interest therein.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign,

exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust, receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets, and to assume all or any part of the liabilities of any corporation, association, partnership or individual engaged in any business in which any corporation organized under Sections 1701.01 et seq. of the Revised Code of Ohio is entitled to engage.

To borrow money, and issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, and secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, and guarantee or secure obligations of any person.

To purchase, hold, sell and transfer the shares of its own capital stock to the extent permitted by law but no such purchase may be made when there is reasonable ground for believing that the corporation is unable, or, by such purchase, may be rendered unable to satisfy its obligations and liabilities.

To conduct its business, and to have and maintain one or more offices, within and without the State of Ohio and in all other states and territories, in the District of Columbia, in all dependencies, colonies, or possessions of the United States of America and in foreign countries; and to purchase, or otherwise acquire, hold, own, equip, improve, manage, operate, promote, finance, sell, convey, mortgage or otherwise dispose of real and personal property.

in all such states and places, to the extent that the same may be permissible under the laws thereof.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or all of the objects hereinbefore enumerated or incidental to the powers herein named or for the enhancement of the value of the properties of the corporation or which shall at any time appear conducive thereto or expedient, either as holder of, or as interested in, any property or otherwise; to have all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Ohio upon corporations organized under Sections 1701.01 et seq. of the Revised Code of Ohio or under any act amendatory thereof, supplemental thereto or substituted therefor.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The authorized number of shares of the corporation is Ten (10) all of which shall be without par value.

FIFTH: The amount of stated capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00).

SIXTH: The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the corporation, or of the directors, or of all of the shareholders:

The board of directors is expressly authorized to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to purchase

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on behalf of the corporation any shares issued by it to the extent of the surplus of the aggregate of its assets over the aggregate of its liabilities plus stated capital.

The corporation may in its regulations confer powers upon its board of directors in addition to the powers and authorities conferred upon it expressly by Sections 1701.01 et seq. of the Revised Code of Ohio.

Any meeting of the shareholders or the board of directors may be held at any place within or without the State of Ohio in the manner provided for in the regulations of the corporation.

Any amendments to the articles of incorporation may be made from time to time, and any proposal or proposition requiring the action of shareholders may be authorized from time to time by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by Sections 1701.01 et seq. of the Revised Code of Ohio, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We have hereunto subscribed our names this  
25th day of April, 1973.

G. F. Burkhardt  
A. T. Burkhardt

G. L. Hatfield, P.C.  
G. L. Hatfield

S. C. Currie  
S. C. Currie

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Consent

Consent To Use Of Name

To the Secretary of State  
State of Ohio  
Columbus, Ohio

On the 6th day of April, 1973 the Board  
of Directors of DAYTON-WALTHER CORPORATION passed the  
following resolution:

Resolved that DAYTON-WALTHER CORPORATION gives its  
consent to DAYTON-WALTHER CORPORATION to the use of the  
name DAYTON-WALTHER CORPORATION.

Signed

Frederick A Fensel

Secretary