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ARTICLES OF REORGANIZATION

of

CHEVOLAIR MOTORS, INCORPORATED

(Exact Corporate Name)

The above named corporation, desiring to accept the provisions of "The Indiana General Corporation Act" approved March 16, 1929, chapter 215 of the Acts of the Indiana General Assembly of 1929, and desiring to reorganize pursuant to the provisions of said Act, the same having first been duly approved by its Board of Directors and thereafter duly adopted, by the affirmative votes of two-thirds or more of all of the outstanding shares entitled to vote in respect thereof, as provided by law does now hereby, by

A. Chevrolet, its president and
(president or vice-president)

Otto A. Kuehrmann, its secretary and
(secretary or assistant secretary)

sign, acknowledge and verify by the oaths of the above mentioned officers the following, its

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(1) "The exact name of this corporation is Chevolair Motors, Incorporated.

(2) "The location of its principal office is 410 W. Tenth Street.
(Street)

Indianapolis, Indiana, and its resident agent is
(City) (State)

Otto A. Kuehrmann, whose address is 405 E. McCarty Street.
(Name) (Street)

Indianapolis, Indiana.
(City) (State)

(3) "This corporation was incorporated April 5, 1921.
(Date of Incorporation)

(4) "This corporation was incorporated under the Act of May 20, 1852;
(Date of Act under which incorporated)

entitled, "An Act for the Incorporation of Manufacturing and Mining Companies; and
all acts amendatory thereto."

(5) "This corporation hereby accepts all of the terms and conditions of "The Indiana General Corporation Act," approved March 16, 1929, chapter 215, of the Acts of the Indiana General Assembly, 1929.

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(6). The provisions of the original Articles of Incorporation or Association are hereby restated in conformity with "The Indiana General Corporation Act" approved March 16, 1929, Chapter 215 of the Acts of the Indiana General Assembly for 1929, as follows:

1. The name of this corporation shall be Chevolair Motors, Incorporated.

2. The purpose or purposes for which it is reorganized are as follows:

In furtherance and not in limitation of the powers conferred by law;

perpetually;

(a) To continue as a corporation, under its corporate name,

(b) To sue and be sued in its corporate name;

(c) To have a corporate seal and to alter the same at pleasure, and to use such seal generally, but the use of such seal shall be necessary only as required by law;

(d) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible, legal or equitable;

(e) To borrow money and to issue, sell or pledge its obligations and evidence of indebtedness, and to mortgage or pledge its property and franchises to secure the payment thereof;

(f) To conduct business in this state and elsewhere; to have one or more offices out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and/or personal, tangible and/or intangible out of this state;

(g) To acquire, guarantee, hold, own and vote and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds securities or evidences of indebtedness of any other corporation, domestic or foreign;

(h) To purchase, own and/or hold and to sell and transfer (but not to vote) shares of its own capital stock if and when the capital of this Corporation is not thereby impaired;

(i) To appoint such officers and agents as the business of this Corporation may require, and to define their duties and fix their compensation;

(j) By its Board of Directors to make, alter, amend or repeal by-laws for the government and regulation of its affairs;

(k) To cease doing business and to dissolve and surrender its corporate franchise;

(l) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed;

(m) To manufacture and/or sell, buy or lease motors, aircraft and/or motor vehicles of any kind or nature and any and all parts thereof and accessories of whatever nature and to manufacture and/or sell, buy or lease any automotive products; and to buy and/or sell and/or manufacture materials, tools, patents, drawings, formula, machinery, real estate or any other thing or things properly associated therewith, and to do any general manufacturing business, or part thereof.

The foregoing shall not be in limitation of any powers conferred by law.

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6. (If the shares are to be divided into classes or kinds the designations of the different classes, the number and par value, if any of the shares of each class, and either (a) a statement of the relative rights, preferences, limitations and restrictions of each class, or (b) a provision expressly vesting authority in the board of directors, subject to such restrictions as may be provided, to determine the relative rights, preferences, limitations and restrictions (other than voting rights) of each class by resolution or resolutions adopted prior to the issuance of any of the shares of such class; and, if the shares of any class are to be issuable in series, descriptions of the several series, and either (a) a statement of the relative rights, preferences, limitations and restrictions of each series, or (b) a provision expressly vesting authority in the board of directors, subject to such restrictions as may be provided, to determine the relative rights, preferences, limitations and restrictions (other than voting rights) of each series by resolution or resolutions adopted prior to the issuance of any of the shares of such series.)

Indicate here:

All of the shares of the capital stock of this Corporation shall be no par common shares of equal rights.

Shares of the capital stock of this Corporation sold and paid for at not less than One Dollar (\$1.00) per share shall be fully paid and non-assessable.

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7. (If the shares are to be divided into classes or kinds, a statement of the voting rights and powers, if any, of the shares of each class, and of each series if the shares of any class are to be issuable in series, including the extent, if any, to which the shares of each such class and series shall be entitled to vote on questions of merger, consolidation and the sale of all or of substantially all of the assets of the corporation.)

Indicate here:

All of the common shares of this Corporation shall have equal voting rights and the holders of the common shares of this Corporation shall have the right and be entitled to one (1) vote for each share standing in their names on the books of this Corporation.

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8. The amount of paid in capital with which this reorganized corporation will continue in business is \$ 500.00 (This must not be less than \$500.00.)

9. The number of directors of this corporation shall be 19. (This must be an exact number and cannot be stated in the alternative.)

10. The names and addresses of the first board of directors of the reorganized corporation are as follows:

Name	Street	City	County	State
J. S. Heintzelman	L.S. Ayres & Co.	Indpls.	Marion	Ind.
Lawrence Olsen		Fortville	Hancock	Ind.
S. H. Digel		Elwood	Madison	Ind.
Thomas Graham	E.W. Hays & Co.	Louisville		Ky.
R. A. Robinson	J.C. Willson & Co.	Louisville		Ky.
Maj. Craigie Krayenbuhl	Commonwealth Life Ins. Co.,	Louisville		Ky.
H. C. Brooks	Hoosier Airport	Indpls.	Marion	Ind.
Harold Walton	J.J.B. Hilliard & Son,	Louisville		Ky.
J.H. Kinniard Rowe	Care W.L. Lyons & Co.,	Louisville		Ky.
J.T. Moorman	Columbia Club	Indpls.	Marion	Ind.
Elmer T. Goldsmith	Lockwood, Lockwood, Goldsmith & Galt,	Indpls.		Ind.
Elwood Hamilton	Woodward, Hamilton, Warfield & Hobson,	Louisville,		Ky.
Arthur Chevrolet	4327 Central Ave.	Indpls.	Marion	Ind.
B. P. Frunk	1514 College Ave.	Indpls. ,	Marion	Ind.
G. S. Griffin	3444 N. Penn. St.	Indpls.	Marion	Ind.
O. A. Kuehrmann	405 E. McCarty St.	Indpls.	Marion	Ind.
Gus Risacher	LaPlante, Welsh & Risacher,	Vincennes,	Knox,	Ind.

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11. (Any other provisions, consistent with the laws of this state, for the regulation of the business and conduct of the affairs of the corporation, and creating, defining, limiting or regulating the powers of the corporation, of the directors or of the shareholders or any class or classes of shareholders.)

Indicate here:

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the by-laws of this Corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in, and also to abolish any such reserve in the same manner in which it was created; to fix the compensation of Directors and Officers; to purchase or contract to purchase or sell or contract to sell, lease, exchange, mortgage or convey real estate or personal property including good will and corporate franchises in the regular course of the business for which this Corporation was formed, or to sell, lease, exchange or otherwise dispose of less than all or less than substantially all of the property or assets, including good will, of this Corporation, without reference to, or authority of the shareholders, and upon such terms and conditions and for such consideration, including shares of capital stock of other corporations or of this Corporation, as its Board of Directors may deem expedient and for the best interests of this Corporation; to authorize and cause to be executed, without reference to, or other authority of the shareholders, contracts, leases, deeds, mortgages, liens relating to the real and personal property of this Corporation. The Directors may, from time to time, determine whether and to what extent, and what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger, stock register, or transfer book, or list of shareholders, or duplicate of any of them, all of which shall be open to inspection and examination during the usual business hours for all proper purposes by every shareholder of this Corporation or his duly authorized agent or attorney) or any of them, shall have the right to inspect any account or book or document of this Corporation unless expressly authorized by statute, or by resolution of the shareholders or Directors; if the by-laws so provide, to designate five of its number to constitute an executive committee, of which the president of this Corporation and the Chairman of its Board of Directors shall be ex-officio members, which committee shall, for the time being, as provided in said resolution or in the by-laws of this Corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this Corporation to the extent provided in the by-laws or by resolution of the Board, or by law, and have power to authorize the seal of this Corporation to be affixed to all papers which may require it. The Directors may, in their discretion, submit any contract or act for approval or ratification at any annual meeting of the shareholders, or at any meeting of the shareholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or ratified by the vote of the holders of a majority of the voting shares of this Corporation, which is represented in person, or by proxy, at such meeting, provided that a lawful quorum of shareholders be there represented in person or by proxy, shall be as valid and binding upon this Corporation and upon all the shareholders as though it had been approved and ratified by every shareholder of this Corporation, whether or not the contract or act would otherwise be open to legal attack because of Directors' interest or for any other reason. Subject to the laws of the State of Indiana and of other states or countries, and subject always to the rights of the shareholders of this Corporation as by law and in these Articles of Incorporation provided or in any

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FILED

JAN 28 1930

Otto F. Fifield
Secretary of State

Witness our hands and seals this 28 day of January, 1930,
at Indianapolis, Ind.

STATE OF INDIANA
COUNTY OF Marion } ss:

A. Chevrolet
(President or Vice-President)
Otto A. Kuehrmann
(Secretary or Assistant Secretary)

Before me, Robert E. By, a Notary Public in and for said County and State, personally appeared A. Chevrolet and Otto A. Kuehrmann to me well known to be the President and Secretary, respectively of the above named corporation and severally acknowledged the execution of the foregoing Articles of Reorganization and swore to the contents thereof this 28 day of January, 1930.

(SEAL)

My commission expires June 28, 1931
Robert E. By Notary Public.

(Articles of reorganization must be prepared and signed in triplicate in the form prescribed by the Secretary of State, by the president or a vice-president and the secretary or an assistant secretary of the corporation, and acknowledged and sworn to before a Notary Public, by the officer signing the same, and shall be presented in triplicate to the Secretary of State at his office accompanied by the fees prescribed by law.)