

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

THELMA L. STOVALL  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AUTHORITY OF

H. B. I. CORP.

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

H. B. I. CORP.

DOVER, DELAWARE

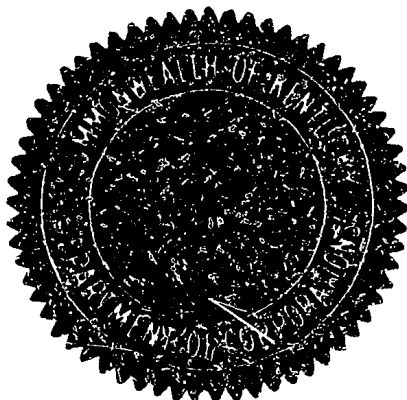
for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to

H. B. I. CORP.

to transact business in this Commonwealth under the name of

H. B. I. CORP.



SECRETARY OF STATE

Witness my official signature and seal of office this 30TH  
day of DECEMBER, 1974 at Frankfort, Kentucky.

*Thelma L. Stovall*

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE



THELMA L. STOVALL  
Secretary

ORIGINAL COPY  
FILED

SECRETARY OF STATE OF KENTUCKY  
FRANKFORD, KENTUCKY

SECRETARY OF STATE  
FRANKFORD  
KENTUCKY  
**RECEIVED**

DEC 30 1974  
CR 35.00  
Commonwealth of Kentucky  
2 204 283

DEC 30 1974

## APPLICATION FOR CERTIFICATE OF AUTHORITY OF

H.B.I. CORP.

*Thelma L. Stovall*  
SECRETARY OF STATE  
*Rm*

Pursuant to the provisions of Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation H.B.I. Corp.
- Second: The name to be used in the state of Kentucky H.B.I. Corp.
- Third: State or country of incorporation State of Delaware
- Fourth: Date of incorporation December 12, 1974  
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation  
306 South State Street, Dover, Delaware 19901
- Sixth: Address of proposed registered office in Kentucky 3400 First National Tower,  
101 South Fifth Street, Louisville, Kentucky 40202  
and name of registered agent in Kentucky at above address United States Corporation  
Company
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky the manufacture of automotive wheel weights and wheel  
balancing equipment.

Eighth: The name and address of the corporate directors and officers are:

NAME	OFFICE	ADDRESS
Robert A. Hennessy	Director, President, Treasurer	P.O. Box 66389 AMF-O'Hare IL
James D. Hennessy	Director, Vice President, Secretary	470 Nautilus St., LaJolla
Jack F. Hennessy	Director, Vice President	3453 Cahuenga, Los Angeles CA
Jack R. Cate	Assistant Secretary	P.O. Box 66389 AMF-O'Hare, IL

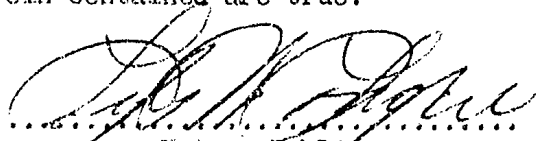
Ninth: The aggregate number of authorized shares itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1000	Common		\$1.00

VERIFICATION FORM

STATE OF Illinois.....) }  
COUNTY OF Cook.....) } SS

I,..... Lyle Longrie....., a notary public, do hereby  
certify that on this... 19th... day of..... December....., 1974.,  
personally appeared before me..... Robert A. Hennessy....., who, being by  
me first duly sworn, declared that he is the... President.....  
of..... H.B. Long CORP. Inc.....,  
that he signed the foregoing document as..... President..... of the  
corporation, and that the statements therein contained are true.

  
.....  
Notary Public

My commission expires... 21st... day of..... December....., 1978...

**UNITED STATES CORPORATION COMPANY**33 NORTH LA SALLE STREET  
CHICAGO, ILLINOIS 60602

(312) 372-3332

December 26, 1974

Corporation Department  
Office of Secretary of State  
Frankfort, Kentucky 40601

RE: H.B.I. CORP.

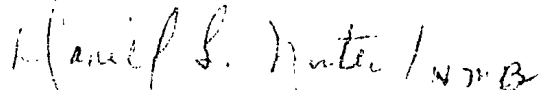
Gentlemen:

In order to qualify the above Delaware Corporation, enclosed in duplicate is Application for Authority and Verification Form, certified copy charter and our check in the amount of \$35.00.

Please file and send us evidence.

Thank you.

Sincerely,

Daniel S. Nuter  
Chicago SecretaryDSN:hmb  
Enclosures  
cc: Kent McElwain, Esq.

CERTIFICATE OF INCORPORATION

OF

H.B.I. CORP.

FIRST: The name of the corporation is H.B.I.  
Corp.

SECOND: The registered office of the corporation  
in the State of Delaware is to be located at 306 South  
State Street in the City of Dover, in the County of Kent.  
The name of its registered agent is United States Corporation  
Company whose address is 306 South State Street in said City.

THIRD: The nature of the business or objects or  
purposes to be transacted, promoted or carried on by the  
corporation is to engage in any lawful act or activity  
for which corporations may be organized under the General  
Corporation Law of Delaware.

FOURTH: The total number of shares of stock  
which the corporation shall have authority to issue is  
One Thousand (1,000) shares of Common Stock par value of  
One Dollar (\$1.00) per share.

NINTH: The corporation shall indemnify each present or former director, officer, employee or agent of the corporation and each person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, and the heirs, executors and administrators of the foregoing persons, in the manner and to the full extent permitted by the General Corporation Law of the State of Delaware as the same may be amended from time to time.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying under penalties of perjury, that this certificate is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 6th day of December, 1974.



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Gale A. Christopher  
Incorporator

FIFTH: The name and mailing address of the incorporator is Gale A. Christopher, One First National Plaza, Chicago, Illinois 60603.

SIXTH: The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are Robert A. Hennessy, James D. Hennessy and Jack P. Hennessy, P. O. Box 66389, AMF - O'Hare, Illinois 60666.

SEVENTH: The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the by-laws of the corporation, and may be increased or decreased as therein provided. Election of directors need not be by ballot unless the by-laws of the corporation so provide.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation, subject to any specific limitation on such power provided by by-laws adopted by the stockholders.

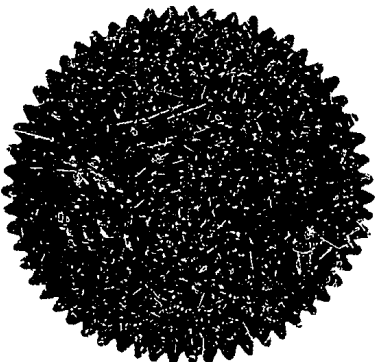


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "H.B.I. Corp.", as received and filed in this  
office the twelfth day of December, A.D. 1974, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* twelfth *day*  
*of* December *in the year of our Lord*  
*one thousand nine hundred and* seventy-four.



*Robert H. Reed*

Robert H. Reed

Secretary of State

*Grover A. Biddle*

Grover A. Biddle Assistant Secretary of State