

FEB 26 2013

ARTICLES OF INCORPORATION

OF

FILE NO. -1826832-0

ON-SITE AUTO COLOR, INC.

1. Name.

The name of the corporation is ON-SITE AUTO COLOR, INC.

2. Purpose.

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

3. Initial Business.

The Corporation initially intends to offer services focusing on-site painting and repair.

4. Authorized Capital.

The Corporation shall have authority to issue 1,000 shares of Common Stock.

5. Known Place of Business.

The Street Address of the known place of business of the Corporation is:

ON-SITE AUTO COLOR, INC.  
733 W. University Dr.  
Tempe, AZ 85281

6. Statutory Agent.

The name and address of the statutory agent of the corporation is:

Brian M. Rice  
22360 N. 104<sup>th</sup> Lane  
Peoria, AZ 85383

7. Board of Directors.

The initial board of directors shall consist of two directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Brian M. Rice  
22360 N. 104<sup>th</sup> Lane  
Peoria, AZ 85383

Kenneth Fabozzi  
8951 W. Camino De Oro  
Peoria, AZ 85383

8. Incorporators.

The names and addresses of the incorporators are:

Brian M. Rice  
22360 N. 104<sup>th</sup> Lane  
Peoria, AZ 85383

Kenneth Fabozzi  
8951 W. Camino De Oro  
Peoria, AZ 85383

All powers, duties, and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

9. Indemnification of Officers, Directors, Employees and Agents.

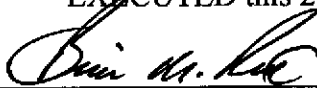
The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

10. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED this 26<sup>th</sup> day of February, 2013 by all of the incorporators.

Signed:



Brian M. Rice

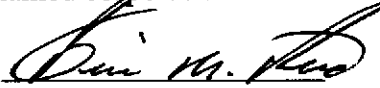
Signed:



Kenneth Fabozzi

**Acceptance of Appointment By Statutory Agent**

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 26<sup>th</sup> day of February, 2013.

Signed: 

Brian M. Rice

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

## CERTIFICATE OF DISCLOSURE

Read the Instructions C003i

1. **ENTITY NAME** – give the exact name of the corporation in Arizona:

ON-SITE AUTO COLOR, INC

2. **A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): \_\_\_\_\_

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)  
☐ Annual (credit unions and loan companies only)  
☐ Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

### 4. FELONY/JUDGMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

- |            |   |                              |  |
|------------|---|------------------------------|--|
| <b>4.1</b> | Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>4.2</b> | Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?   | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| <b>4.3</b> | Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following:<br>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;<br>b. The violation of the consumer fraud laws of that jurisdiction;<br>c. The violation of the antitrust or restraint of trade laws of that jurisdiction? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

- 4.4** If any of the answers to numbers 4.1, 4.2, or 4.3 are **YES**, you **MUST** complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.

**5. BANKRUPTCY QUESTION:**

**5.1** Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

**5.2** If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

**SIGNATURE REQUIREMENTS:**

Initial Certificate of Disclosure:	This Certificate must be signed by all Incorporators. If more space is needed, complete and attach an <b>Incorporator Attachment</b> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

**BRIAN M RICE**

Name

22360 N. 104th Lane

Address 1

Address 2

Peoria

AZ

85383

City

UNITED STATES

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

BRIAN M. RICE

02/26/2013

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

**KENNETH FABOZZI**

Name

8951 W. Camino De Oro

Address 1

Address 2

Peoria

AZ

85383

City

UNITED STATES

State

Zip

Country

**SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

KENNETH FABOZZI

02/26/2013

Printed Name

Date

**REQUIRED - check only one:**

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.