AZ CORPORATION COMMISSION FILED

AUG 1.2 2013 FLEND. F. 1866488-2

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

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA

Read the Instructions C018i

AT COMPARATION OF MINESSIGN

			FILED
1.	ENTITY TYPE - check only o	me to indicate the type of entity applying fo	or authority:
2.	FOR-PROPIT CORPORATION NONPROFIT CORPORATION PROFESSIONAL CORPORA CLOSE CORPORATION BUSINESS TRUST BUSINESS DEVELOPMENT CORPORATION SOLE	INSURER SAVINGS AND LOAN ASSOCIATION CREDIT UNION TRUST COMPANY COOPERATIVE MARKETING A CORP. ELECTRIC COOPERATIVE NON NONPROFIT ELEC. GENERATI	AUG 1 5 2013 AUG 1 5 2013 PLE NO. F - 1866 488
	Superior Industries, Inc.		
3.	NAME TO BE USED IN ARIZO Will use in Arizona by checking 3	NA (ENTITY NAME) - see Instructions CI 3.1, 3.2, or 3.3 (check only one), and follow	1181 - Identify the name the foreign corporation vinstructions
	Heme in state or country of incorporation, with no changes — Go to number 4.	3.2 Name in state or country of incorporation, with a corporate identifier added to it — Enter the name in number 3.4 below.	3.3 Fictitious name (check this only if the foreign corporation's name in its state or country of (ncorporation is not available for use in Arizona) – Enter the name in number 3.4 below.
3.4	If you checked 3.2 or 3.3, er	iter or print the name to be used in Arizona	<u>.</u>
4.		e state or country in which the foreign corp	oration is incorporated: Minnesota
5.	DATE OF INCORPORATION 1	N FOREIGN DONICILE: 05/31/2013	
6.	boxes is checked below and the	blanks are filled in:	numed to be perpetual unless one of the
		period will end after the expiration of	
	*	period will end on this date period will end upon the occurrance of this	(enter a date).
	☐ The corporation a wis	period was end upon the occumulate or this	(describe an event).
7.	may engage in the state or cou		wful business or affairs in which corporations on is incorporated, subject to the following oration's purpose):
			

10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: PRINCIPAL OFFICE ADDRESS - POREIGN DOMICILE STREET ADDRESS - see Instructions CO181 Is the Arizona known place of business street address the - give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in same as the street address of the statutory agent? ■ Yes - gg to number 11 and continue. Its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in - provide the Arizona physical or street its state or country of incorporation; address (not a P.O. Box) below: Tom Zosel Attention (optional) Attention (optional) 319 E. State Highway 28 144:44 Address 2 (sptienel) Address 2 (options) 56267 MN cay Morris State Zlo 11. STATUTORY AGENT IN ARIZONA - see Instructions COIRE 11.1 REQUIRED - give the name (can be an 11.2 OPTIONAL - mailing address in Arizona individual or an entity) and physical or street of statutory agent (can be a P.O. Box): address (not a P.O. Box) in Arizona of the statutory agent: National Registered Agents, Inc. Statutory Agent Name (required) 2390 E. Camelback Road Attention (optional) Attention (optional) Address 1 Address 1 Address 2 (spilonal) Address 2 (eptional) A7. 85016 On Phoenix State Zła 11.3 REQUIRED - the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority. 12. DIRECTORS - list the summe and business address of each and every Director of the corporation. If more space is needed, check this box 17 and complete and attach the Director Attachment form C082. Gary Fehr Kurt Domnick Director Name Otricker Marine Address 1 319 E. State Highway 28 319 E. State Highway 28 Address 2 (optional) Address 2 (epitonial) MN MN 56267 56267 Morris Morris die gr State or City Province UNITED STATES Province UNITED STATES Country Country Date taking office (optional): Date taking office (optional):

CHARACTER OF SUSINESS - briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately

* * * *

conducts is not limited by the description provided.

Sales of conveyor systems

		-		T		•	*	
Micah 2	Zeltwanger		ı	Paul Schmidgall				
Director No	_			Director Name				
Address 1				Address 1				
319 E. S	State Highway 28			319 E. State Highway 28				
Address 2 (Morris	(optional)	MN	56267	Morris		MN	56267	
MOITIS		State or	2020 / 21p	MOTTIS	7	State or	3020 / Zip	
Country	UNITED STATES	Prevince	- 7	Country	UNITED STATES	Province		
Dolor faktry	g office (optional):			(Jete teking office (optional):				
Neil Sc	:hmidgall			Dennis	Walf			
Director Na				Director No				
319 F. 5	State Highway 28			310 E	State Highway 28		_	
Address 2	(optional)	Tara	T	Address 2	(epitonal)	MN	T	
Morris		MN	56267	Morris	i 		56267	
City	UNITED STATES	State or Prevince	Zip	City	UNITED STATES	State or Province	Zip	
	g affice (optionni):	***************************************			g office (optionel):			
	PFICERS - list the name an	ad business	address of all			. If more spe	ra Ca	
					Attachment form C085.	H H H H		
Micah	Zeltwanger			Tom Zo	nsel			
Officer Han	•			Officer No				
12-20				1				
Address 1 319 E.	State Highway 28			319 E. State Highway 28				
Address 1	(aptienal)	MN	T	Address 7	(optional)	MN	T	
Morris		State or	56267	Morris		State or	56267	
City	UNITED STATES	Province	4	Country UNITED STATES Province				
Date taking	g office (optional):	Officer (Ne:		Deta taking office (options): Officer Title:				
05/31/2	2013	President/	/CFO	05/31/2	<u>2013 </u>	Tresquer		
		_						
Officer Nam	ALC:			Officer Nam	mile .		- : : : : : : : : : : : : : : : : : : :	
Address 1				Address 1				
FORTING A				Address 1				
Address 2	(aptions!)			Address 2	(optional)	T	T	
<u> </u>		State or	<u> </u> 250	City	т	State or	Zip	
City		Prevince	40	Country		Province		
Combinations	g office (options):	Calor (sie:		Duta talda	g office (aptional)	Officer Title:		
		<u> </u>		 		Ш		
		· = <u> - · _ · _ · _ · _ · </u>						
Officer Nam	FIG.			Officer Nam	ne .			
Address 1				Address 1				
			· <u> </u>					
Address 2	(sptional)			Address 2	(optional)	T		
City		State or	Zip	Caty	7	State or	Zip .	
Country		Province		Country		Prevince		
Deter (zidne	g offici (optionii):	Officer Tible:		Date telder	g office (optional):	Officer Title:		

Common		11	O OOO (กกก		ድበ በኃ
Common Common						
Cless	Series:	Tetal:			Par Value:_	
 FOR-PROFITS ONLY - SHARES ISS total number and par value of shares the number zero. If more space is ne C097. 	of that class that have	e been ISS	JED. If no s	hares	of thet class ha	ve been issued, pu
Common	Series:	Total:	24,337,	949	Pär Value:	\$0.01
Chap:						
, NONPROFITS ONLY - MEMBERS -	-		_			
Does the foreign nonprofit corp	poration have member	'S?	Yes	لــا	No	
number 1, briefly describe the type of law firm):						
law firm): B. PROFESSIONAL CORPORATIONS O	f professional services NLY - PROFESSION	the corpor	ation will rer	nder (e	xamples: acco	unting, medical,
number 1, briefly describe the type of law firm); 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its share!	r professional services NLY - PROFESSION s document, the foreign olders who are entitle	AL LICEN:	ation will rer	der (e	tifies under pe	naity of perjury
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharefults directors, and its president, and	F professional services NLY - PROFESSION s document, the foreign colders who are entitle eticensed in one or m	AL LICEN: an profession to vote fore states	ation will rer	der (e	tifies under pe	naity of perjury
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS Of the signature appearing on the that at least one-half of its sharefults directors, and its president, and foreign professional corporation's NOTE: You must atta	NLY - PROFESSION s document, the foreign tolders who are entitled the articles of incorporation at the statement from	AL LICEN: an profession to vote fore states on.	E: onal corporator the election or render a p	ion cer on of di professi	tifies under perectors, and at onal service de	naity of perjury least one-half of scribed in the
number 1, briefly describe the type of law firm); 8. PROFESSIONAL CORPORATIONS Of By the signature appearing on this that at least one-half of its share! Its directors, and its president, and foreign professional corporation's NOTE: You must attas showing that a	FINLY — PROFESSION IS document, the foreign colders who are entitle alloensed in one or marticles of incorporation	AL LICEN: un profession to vote fore states on. uthe licen rofessions	E: onal corporator the election or render a p sing author	der (e	tifies under perfectors, and at lonal service de Arizona for the hareholders o	naity of perjury least one-half of escribed in the
number 1, briefly describe the type of law firm); 8. PROFESSIONAL CORPORATIONS Of By the signature appearing on this that at least one-half of its share! Its directors, and its president, and foreign professional corporation's NOTE: You must attas showing that a	F professional services NLY - PROFESSION Is document, the foreign aciders who are entitle It is incorporate the a statement from at least one of the p	AL LICEN: un profession to vote fore states on. uthe licen rofessions	E: onal corporator the election or render a p sing author	der (e	tifies under perfectors, and at lonal service de Arizona for the hareholders o	naity of perjury least one-half of escribed in the
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS Of the signature appearing on the that at least one-half of its sharefults directors, and its president, and foreign professional corporation's NOTE: You must attashowing that a	F professional services NLY - PROFESSION Is document, the foreign aciders who are entitle It is incorporate the a statement from at least one of the p	AL LICEN: un profession to vote fore states on. uthe licen rofessions	E: onal corporator the election or render a p sing author	der (e	tifies under perfectors, and at lonal service de Arizona for the hareholders o	naity of perjury least one-half of escribed in the
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharelist directors, and its president, an foreign professional corporation's NOTE: You must attasshowing that a licensed in Aries. IGNATURE: By checking the box of the law first the law foreign professional corporation's showing that a licensed in Aries.	F professional services NLY - PROFESSION s document, the foreigneders who are entitle elicensed in one or marticles of incorporation acticles of incorporation at least one of the positional to render that marked "I accept" belo	AL LICEN: an profession ore states on, in the licen profession profession w. I ackno	stion will rer E: mal corporat or the election or ender a p sing author il corporat all service.	don ceren of discretes ity in OSee	tifies under perectors, and at ional service de Arizona for the hareholders of A.R.S. § 10-22	naity of perjury least one-half of scribed in the se profession remployees is 45.)
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharefits directors, and its president, an foreign professional corporation's NOTE: You must atta showing that a licensed in Ari	For Professional services FILY — PROFESSION Is document, the foreign colders who are entitled it is decirated in one or marticles of incorporation a statement from at least one of the paranet or render that marked "I accept" beloth any attachments is	AL LICEN: an profession to vote fore states on, the licen rofession profession w, I ackno submitted	stion will rer E: mal corporat or the election or ender a p sing author il corporat all service.	don ceren of discretes ity in OSee	tifies under perectors, and at ional service de Arizona for the hareholders of A.R.S. § 10-22	naity of perjury least one-half of scribed in the se profession remployees is 45.)
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharelist directors, and its president, an foreign professional corporation's NOTE: You must attasshowing that a licensed in Aries. IGNATURE: By checking the box of the law first the law foreign professional corporation's showing that a licensed in Aries.	F professional services NLY - PROFESSION Is document, the foreky colders who are entitle alticles of incorporation that least one of the parameter from at least one of the parameter narked "I accept" below that any attachments is	AL LICEN: un profession to vote for states on. the licen refessions profession www. I ackno submitted	stion will rer state and corporate or the election render a p sing author il corporate hal service.	don ceren of discretes ity in OSee	tifies under perectors, and at ional service de Arizona for the hareholders of A.R.S. § 10-22	naity of perjury least one-half of scribed in the se profession remployees is 45.)
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharer its directors, and its president, an foreign professional corporation's NOTE: You must atta showing that a licensed in Arional Comment together with the state of the sharer in the sha	F professional services NLY - PROFESSION Is document, the foreign colders who are entitled allowed in one or marticles of incorporation at least one of the parameter from at least one of the parameter that marked "I accept" beloth any attachments is I AC Tom	AL LICEN: In profession ore states on. In the licen profession profession www, I ackno submitted CCEPT Zosel, CI	stion will rer E: mal corporat or the election or ender a p sing author il corporat all service.	don ceren of discretes ity in OSee	tifies under perectors, and at ional service de Arizona for the hareholders of A.R.S. § 10-22	naity of perjury least one-half of scribed in the se profession remployees is 45.)
number 1, briefly describe the type of law firm): 8. PROFESSIONAL CORPORATIONS O By the signature appearing on this that at least one-half of its sharelits directors, and its president, an foreign professional corporation's NOTE: You must attashowing that a licensed in Aries. IGNATURE: By checking the box of the law first that the licensed in Aries.	F professional services NLY - PROFESSION Is document, the foreky colders who are entitle alticles of incorporation that least one of the parameter from at least one of the parameter narked "I accept" below that any attachments is	AL LICEN: In profession ore states on. In the licen profession profession www, I ackno submitted CCEPT Zosel, CI	stion will rer state and corporate or the election render a p sing author il corporate hal service.	don ceren of discretes ity in OSee	tifies under perectors, and at ional service de Arizona for the hareholders of A.R.S. § 10-22	naity of perjury least one-half of scribed in the se profession remployees is 45.)

Filing Fee: \$175.00 (regular processing)	Mali:	Arizona Corporation Commission - Corporate Filings Section
Expedited processing – add \$35.00 to filing fee.		1300 W. Washington St., Phoenix, Arizona 85007
All fees are nonrefundable - see Instructions.	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 filled whith the Artsone Composition Commission are subfic recent and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Artsone only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACCUSE ONLY.

DIRECTOR ATTACHMENT

1.	ENTITY NAME - give the exact name of the corporation as currently shown in A.C.C. records
	Superior Industries, Inc.
2.	A.C.C. FILE NUMBER:

3. DIRECTORS - FOR NEW DIRECTORS - list the name in the NEW Name blank, list the address, and check the "add box. FOR DIRECTORS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each director being changed as it is currently shown in A.C.C. records, and below that provide any new information for that director (new name and/or address), then check all boxes that apply to indicate the change being made for that director. If more space is needed, use another <u>Director Attachment</u> form C062.

Tom Zosel						
			Plane			
Address 1			Address 1			
319 E. State Highway 2	<u> </u>					
Address 2 (eptions?)			Address 2 (optional)			
Morris_	MN	56267	<u> </u>	[]		
Country UNITED STATES	State or Province	21p	Chy	State or Zip Province		
Date taking office (aptional):			Data taking office (optional):			
☐ Address change	dd as direc	tor	Address change			
☐ Name change ☐ Re	emove dire	ector	☐ Name change ☐ Remove director			
	_					
Nume			Name			
Address 1			Address 1			
Address 2 (optional)		- -	Address 2 (optional)			
City	State or Province	Zlo	City	State or Zip Province		
Outo taking office (optional):			Date tpking office (optional):			
Address change Ad	ki as direc	tor	☐ Address change ☐ Add as director			
☐ Name change ☐ Re	move dire	ctor	☐ Name change ☐ Remove director			

DO NOT WHAT AND THE THE LINE: EMPREYED FOR ACCURATION OF

STATUTORY AGENT ACCEPTANCE

Please read Instructions MODZI

1,	ENTITY NAME — give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent:								
	Superior Industries, Inc.								
2	A.C.C. FILE NUMBER (if entity is already incorporated or registered in AZ):								
3.	STATUTORY AGENT NAME — give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity):								
	National Registered	Agents, Inc.							
	3.1 Check one		tory agent is an Individual (natural person). tory agent is an Entity .						
ST	NTUTORY AGENT SI	GNATURE;							
	accepts the appointm acknowledges that the the statutory agent of By checking the box	nent as statutory agent ne appointment is effect esigns, whichever occu marked "I accept" belo	idual or entity named in number 3 above for the entity named in number 1 above, and the until the entity replaces the statutory agent or its first. In a cknowledge under penalty of perfury that this is submitted in compliance with Arizona law.						
5	Joseph St.	-	I ACCEPT ABRINA TILLAPMICH . ASST. EEC. 818 13						
	QUIRED - check ghi	/ one:	Stand Trains						
	Individual as state signing on behalf of	utory agent: I am myself as the individua	Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity,						
Esq	ng Fee: notin (regular propedited processing — (avail builtied by itself) add \$3 fees are nonrefundable - s	table only if this form is 5.00 to fling fee. se Instructions.	Piall: Artzone Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Artzona 85007 Fex: 602-542-4100						

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

CERTIFICATE OF DISCLOSURE

Read the Instructions COO3i

1.	ENTITY NAME - give the exact name of the corporation in Arizona:							
	Superio	or Industries, Inc.		· -				
2.	A.C.C. Find the A	FILE NUMBER (if already incorporated or registered in AZ):C.C. file number on the upper corner of filed documents OR on our website at: http://www.azcc	.gov/Divisions/Co	morations				
3.		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 previo Certificate of Disclosure)	usly-filed					
4.	Has an	r/JUDGMENT QUESTIONS: y person (a) who is currently an officer, director, trustee, or incorporate or holds over ten per cent of the issued and outstanding common any other proprietary, beneficial or membership interest in the con	shares or te	n per				
	4.1	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?	☐ Yes	■ No				
	4.2	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?	Yes	■ No				
	4.3	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:						
		 a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction? 	☐ Yes	■ No				
	4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES, you MU and attach a Certificate of Disclosure Felony/Judgment Attachment						

S.1 Has arry 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 proprietory, 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 filling this Certificate) on the bankruptcy or receivership of the other corporations? 5.2 If the answer to number 5.1 is YES, you PUST complete and attach a Certificate of Disclosure. Bankruptcy Attachment form COOS. 18490RTANT: If within 50 days of the delivery of this Certificate to the A.C.C, any person not included in this Certificate on the A.C.C, any person not included in this Certificate on the A.C.C, any person not included in this certificate or the state of the delivery of this Certificate or the A.C.C, any person not included in this certificate or the state of the delivery of this Certificate or person controlling or holding over the person, signed by all incorporation, the consporation as shorting the state of the delivery of this Certificate providing information about that person, signed by all incorporation, the complete and autorized officer. 19 STANTATURE BENEFITAL Certificate may be signed by all incorporators. If more space is needed, complete and state of the delivery in this Certificate may be signed by all incorporators. If more space is needed, complete and state of the delivery in this Certificate may be signed by all incorporators. If more space is needed, complete and state of the delivery in this Certificate may be signed by a duty subtorized difficer or by the Chairman of the Search of Service with a submitted in compliance with Artzone shows. 19 Certificate or provided the comporation submitting this Certificate. 20 Ont Zosel 21 December 1 am an incorporator of the corporation submitting this Certificate. 22 December 2 am an incorporator of the corporation submitting this Certificate. 23 December 2	5. BANKRUPTCY C	VIESTION	•	<u> </u>					
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 proprietory, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in served in any such capacity or held a twenty per cent interest in served in any such capacity or held a twenty per cent interest in served in any such capacity or held a twenty per cent interest in served in any such capacity or held a twenty per cent or the per cent per cent of the c				- داخسمسیر رم	20 AFF		director trustes	<u> </u>	-
the issued and outstanding common shares or twenty per cent of any other proprietory, 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 benkruptcy or receivership of the other corporation? 5.2 If the enswer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure. Bankruptcy Attachment form COO5. IMPORTANTI 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, trustees 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 assumption and unforced officer. STEMATURE PROTUREPREVERS Initial Certificate must be signed by all incorporators. If more space is needed, complete and other and incorporator of the signed of Directors. STEMATURE PROTUREPREVERS Initial Certificate must be signed by a duly sulforteed officer or by the Chairman of the Board of Directors of the composition of the Board of Directors of the composition as incorporator distances from COS4. Final Certificate must be signed by any 2 officers or directors. MIN	a.i mas any	person (a)	MUO 13	currently	an viii	cer,	unecui, trustes,		
any other proprietory, beneficial or membership interest in the corporation, served in any other corporation (not the one filing this Certificate) on the benkruptcy or receivership of the other corporation? 5.2 If the answer to number S.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form COO5. IMPORTANTI 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, busines or person controlling or holding over ten per cent of the tesued and customating shares or ten per cent of any other proprietory, 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 divid elected and authorized efficer. SIGNATURE REQUIREMENTS: Initial Certificate and submit and the submit of the corporation of the floored of Directors. This Certificate must be signed by a duly suthorized officer or by the Chairman of the floored of Directors of the corporation assembly of perjury that this document together with any attachments is submitted in completence with Arizone Jackson S. State Highway 28 Jackson S. State High	incorpor	ator, or (0)	WUO C	ontrois or i	noias i	over	twenty per cent of		
corporation, served in any such capacity or held a twenty per cent interest in early other corporation (not the one filing this Certificate) on the benkruptcy or receivership of the other corporation? 5.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure. Bankruptcy Attachment form COO5. 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, business or person controlling or holding over ten per cent of the issued and custamating shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation and substantials shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation and substantials and authorized officer. This Certificate must be signed by all incorporators. If more space is needed, complete and etitod in a lacecocate Attachment form COS4. This Certificate must be signed by all incorporators. If more space is needed, complete and etitod in a lacecocate Attachment form COS4. This Certificate must be signed by all incorporators. If more space is needed, complete and etitod in a lacecocate Attachment form COS4. This Certificate must be signed by all visualizations of the Chairman of the flowed of Directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Cert	the issue	ad and outs	tandin	g common	share	S OF	twenty per cent of	1	ļ
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 benkruptcy or receivership of the other corporation? 8.2 If the answer to number S. I is YES, you MUST complete and attach a Certificate of Disclosure. Bankruptcy. Attachment form COO5. 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 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 as using a state of the corporation and unforced officer. In Certificate must be signed by all incorporators. If more space is needed, complete and attach an incorporator attachment from COM. This Certificate must be signed by all incorporators. If more space is needed, complete and attach an incorporator attachment from COM. This Certificate must be signed by a duly suthorized officer or by the Chairman of the facet of Directors. This Certificate must be signed by a duly suthorized officer or by the Chairman of the facet of Directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. The performance of the corporation submitting this Certificate. The performance of the second of Directors of the corporation submitting this Certificate. Directors of the corporation of the corporation submitting this Certificate. Directors of the corporation of the corporation submitting this Ce								l ⊓ yes	III No
Certificate) on the benkruptcy or receivership of the other corporation? \$.2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form COO5. 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 propreteary, beneficial or membership internet in the corporation or corporation are submit as SUPPLEMENTAL Certificate must be signed by all incorporators. If more space is needed, complete and stated an incorporator Attachment form COS4. Forsign corporations: This Certificate must be signed by all incorporators. If more space is needed, complete and stated an incorporator Attachment form COS4. Forsign corporations: This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors. This Certificate may be signed by a duly suthorized officer or by the Chairman of the Board of Directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be signed by any 2 officers or directors. This Certificate may be sign	corporat	ion, served	in any	such capa	icity o	r heid	i a twenty per		
S. 2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruphcy Attachment form CO05. 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 customing shares or ten per cent of any other proprietary, beenfall or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporation or by a duly elected and authorized officer. SIGNATURE REQUIREMENTS: Initial Cartificate must be signed by all incorporations. If more space is needed, complete and ottoch an inaccroarator Attachment form CO84. This Cartificate must be signed by a duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors. This Cartificate must be signed by an duly authorized officer or by the Chaliman of the facer of Directors of the corporation submitting this Cartificate. This Cartificate of Directors of the corporation submitting this Cartificate. Displacer 1 am an officer of the corporation submitting this Cartificate. Displacer 1 am an officer of the corporation submitting this Cartificate. Displacer 1 and an officer of the corporation submitting this Cartificate. Displacer 1 a	cent inte	erest in any	other	corporat	ilon (n	ot th	e one filing this		1
S. 2 If the answer to number 5.1 is YES, you MUST complete and attach a Certificate of Disclosure Bankruphry Attachment form CO05. 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 customers of the person cent of any other proprietary, beenfall or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporation, the corporation and the person of the corporation and the person of the corporation and the person of the Certificate must be signed by all incorporations. If more space is needed, complete and ottach an incorporator Attachment form COB4. This Certificate must be signed by a duty authorized officer or by the Chaliman of the Board of Directors. This Certificate must be signed by a duty authorized officer or by the Chaliman of the Board of Directors. This Certificate must be signed by an authorized officer or by the Chaliman of the Board of Directors (DOB): This Certificate must be signed by a duty authorized officer or by the Chaliman of the Board of Directors (DOB): This Certificate must be signed by an authorized officer or by the Chaliman of the Board of Directors (DOB): This Certificate must be signed by an authorized officer or by the Chaliman of the Board of Directors (DOB): This Certificate must be signed by an authorized officer or by the Chaliman of the Board of Directors (DOB): This Certificate must be signed by an authorized officer or by the Chaliman of the Board of Directors of the corporation submitting this Certificate. Discovery or partyry that this document together with any attachments is submitted in compliance with Artzona with Artzona of the Board of Directors of the corporation submitting this Certificate. Discovery of the Chaliman of the Board of Directors of the corporation submitting this Certif	Certifica	te) on the i	an kruj	ptcy or rec	eivers	hip a	f the other		
Disclosure Bankrupicy 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, buttee or person controlling or holding over ten per cent of any other propretary, beneficial or membership interest in the corporation, the corporation and submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer. SIGNATURE PEGUTREPENTS: This Certificate must be signed by all incorporators. If more space is needed, complete and etitodh an incorporator Attachment form C094. Foreign corporations: This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors. Cradit Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Ony Zosci Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Total Unions and Loan Companies: This Certificate must be signed by any 2 officers or directors. Total Unions and Loan Companies: Total Unions and Loan Companies: Total Unions and Loan Companies: Total Union			'	•		-]	
IMPORTANT: If within 50 days of the delivery of this Certificate to the A.C.C. any person not included in this certificate becomes an officer, director, drustee or person controlling or holding over tan per cent of the issued and outstranding shares or test 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 incorporation or yet a duly elected and authorized officer. 35CRATTURE REQUITERIENTS: Initial Cartificate of Disclosure: This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment from COS4. Foreign corporations: This Certificate must be signed by a duly suthorized officer or by the Chairman of the Soard of Directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be s							complete and attac	h a Certifica	te of
SEGNATURE REQUIREMENTS: This Certificate must be signed by all incorporators. If more space is needed, complete and ettech an Incorporator Attachment form CO84. Foreign corporations: This Certificate must be signed by a duly suthorized officer or by the Chairman of the board of Directors. Credit Unions and Loan Companies: This Certificate must be signed by a duly suthorized officer or by the Chairman of the board of Directors. This Certificate must be signed by any 2 officers or directors. Ont Zosel India Zosel	Certificate becomes an outstanding shares or te	officer, director	r, truste any othe	e or person of triproprietary.	ontrollin . benefi:	ng or t clail or	olding over ten per cent membership interest in	of the issued a the corporation	nd , the
This Certificate must be signed by all incorporators Tim Code. Foreign corporations: This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by any 2 officers or directors. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Directors of the Control of the Control of the Corporation submitting this Certificate. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Board of Control of the Corporation submitting this Certificate. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Corporation submitting this Certificate. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Corporation submitting this Certificate. This Certificate must be signed by a duly suthorized officer or by the Chairman of the Corporation submitting this Certificate. This Certificate must be signed by a duly suthorized officer or by the Corporation submitting this Certificate. This Certificate or property of the corporation submitting this Certificate. This Certificate or property of perjury that this document together with any attackments of the Corporation submitting this Certificate. This Certificate or property of perjury that this certificate. This Certificate or property of perjury that this Certificate. This Certificate or property of perjury that this certificate.				rtiricate provi	aing inr	CITIEL	ion about that person, si	gned by an inci	irporators or
Complete and attach an Incorporator Attachment form COS4. 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. On Zosel Interest	STGNATURE REQUIRE	MENTS:	<u>-</u>					· · · · · · · · · · · · · · · · · · ·	
the Board of Directors. Tris Certificate must be signed by any 2 officers or directors. Om ZoBel Insec P E State Highway 28 Insec 2 Insec 3 Insec 2 Insec 4 Insec 4 Insec 5 Insec 5 Insec 5 Insec 6 Insec 6 Insec 6 Insec 7 Insec 7 Insec 7 Insec 7 Insec 8 Insec 7 Insec 8 Insec 8 Insec 8 Insec 8 Insec 9	Initial Certificate of Disc	iosure:	This Ce comple	rtificate must te and attach	t be sign an <u>Inc</u>	red by orpora	all incorporators. If mo tor Attachment form CO	re space is nea 84,	ded,
Name 2 Name 3 Name 4 Name 5 Name 5 Name 6 Name 6 Name 6 Name 7 Name 7 Name 7 Name 8 N	Foreign corporations:					ed by	a duly authorized officer	or by the Chai	iman of
Name State Highway 28 Name State Highway 28	Credit Unions and Loan	Companies:	This Ce	rtificate must	be sign	ed by	any 2 officers or directo	15.	
Name State Highway 28 Name State Highway 28	- 1			-					
Month Market Ma		 			— I ⊸				
Address 1 Address 2 MONTED STATES TONY COUNTY COU		00			"				
Address 2 Address 2 City		28							
INTERMATURE - See Instructions COO31: By checking the box marked 21 accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona September I ACCEPT I ACCEPT I ACCEPT Signature I ACCEPT I ACCEPT I ACCEPT Signature I ACCEPT I ACCEPT I ACCEPT Signature I ACCEPT	20702 1				"	ومجليق وكالأ	•		
Tom Zouet, CFO Substance Su	dicin 2			1	— I ¬	ddress			T
City Country IONITED STATES		l Mo	J	56267					
SEGMATURE - see Instructions COOM: by checking the box marked [1 scoept" below, I acknowledge wider penalty of perjury that this document together with my attachments is submitted in compliance with Arizona any attachments is submitted in compliance with Arizona law. I ACCEPT	ev L	Subs	<u>`</u>		-1-	TEV VIE		State	Zip
By checking the box marked [1] accept" below, I acknowledge wider penalty of perjury the this document together with any attachments is submitted in compliance with Arizona law. Signature I ACCEPT	" UNITED STATE	es							· .
### Index penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law. I ACCEPT	IGNATURE - sec Instru	ctions COO3I:			_ _	MON!	TURE - see Instructions	C003i:	
Signative Tom Zogal, CFO Occupation Bourses 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 of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation company submitting this Certificate. Filing Fee: None (regular processing) Expectited processing - add \$35.00 to filing fee. All fores are nonrefundable - see Instructions. Fax: 602-542-4100 Resea be addful that Accord Corporation Commission are subfic process and processing and processing and processing and processing special septications. All documents filed with the Accord Corporation Commission are subfic process or processing and processing and processing and processing septions legal counsel for those metiers that may purchain to the included metals of your business.	by checking the box mark under penalty of perjury to any attachments is submi	red "I accept" the other docum tices in compi	below, I ment tog ance wit	acknowledge ether with In Arizona	;	under any at	penalty of periury that ti	his document to	gether with
Signative Tom Zogal, CFO Occupation Bourses 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 of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation submitting this Certificate. Director - I am an Director of the corporation company submitting this Certificate. Filing Fee: None (regular processing) Expectited processing - add \$35.00 to filing fee. All fores are nonrefundable - see Instructions. Fax: 602-542-4100 Resea be addful that Accord Corporation Commission are subfic process and processing and processing and processing and processing special septications. All documents filed with the Accord Corporation Commission are subfic process or processing and processing and processing and processing septions legal counsel for those metiers that may purchain to the included metals of your business.		'L	_						
Signature Sign	1 aw Josef	I ACCEPT	Г				Ü	ACCEPT	
Incorporator - I am an incorporator of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am a Directors of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting this Certificate. Officer - I am an officer of the corporation submitting t	Statement			08/05/2013	- -	Signati			
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 of the corporation submitting this Certificate Chairman of the Board of Directors of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Directors of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation submitting this Certificate. Director - I am a Director of the corporation of the Board of Directors - I am the Chairman of the Board of Directors - I am the Chairman of the Board of Directors - I am the Chairman of the Board of Directors - I am a Director of the corporation of the Chairman of the Board of Directors - I am a Director - I am a Dir				Colo	- 1		*******		Date
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. 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. Fex: 602-542-4100 Resea be selvent that A.C.C. forms reflect only the minimum provisions required by statists. You should seek private legal counsel for those metters that may purtake to the individual needs of your business.		•				SEQUI	_		
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. 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. Fex: 602-542-4100 Resea be selvent that A.C.C. forms reflect only the minimum provisions required by statists. You should seek private legal counsel for those metters that may purtain to the individual metals of your business.				the					f the
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. Director - I am a Director of the credit union or loan company submitting this Certificate. Director - I am a Director of the credit union or loan company submitting this Certificate. Director - I am a Director of the credit union or loan company 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. Fex: 602-542-4100 Resea be selved that A.C.C. forms reflect only the minimum provisions required by statists. You should seek private legal counsel for those metters that may purtain to the individual metals of your business.				ion	1				
Chairman of the Board of Directors - I am the 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. Director - I am a Director of the credit union or loan company submitting this Certificate. Director - I am a Director of the credit union or loan company 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. Fex: 602-542-4100 Resea be selved that A.C.C. forms reflect only the minimum provisions required by statists. You should seek private legal counsel for those metters that may purtain to the individual match of your business.			AN DALEK	ARI	1				
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. Director – I am a Director of the credit union or loan company 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. Fex: 602-542-4100 Resea be selved that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the instruction with the All documents like this traceral and are seen for public inspection.			actoru -	I am the	-	Chairman of the Board of Directors - I am the			
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. Fex: 502-542-4100 Rese be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the individual metals of your business.						_			he corporation
Company submitting this Certificate. Filing Fee: None (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable - see Instructions. Fex: 502-542-4100 Rese be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the individual metals of your business. All documents like with the Areas Carporation Commission are sublic record and are open for public inspection.						_			
Filing Fee: None (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable – see Instructions. Fex: 502-542-4100 Rese be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the individual metals of your business. All documents like with the Arizana Carparation Commission are sublic record and are open for public inspection.	1			unton or loan					r autou ol (cel)
Expedited processing - add \$35.00 to filling fee. All fees are nonrefundable - see Instructions. Fex: 602-542-4100 Resea be ofviced that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the instruction with the A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the instruction with the A.C.C. forms reflect only the minimum provisions required by statute.	Antibon's services	. , va un							
Expedited processing – add \$35.00 to filling fee. All fees are nonrefundable – see Instructions. Fex: 502-542-4100 Resea be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may purtain to the individual metals of your business. All documents like with the Arizona Carporation Commission are sublic record and are open for public inspection.	Filing Fee: None (read	ilar processino	1)		Mail:				
Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those metters that may partially to the individual metals of your business. All documents fleet with the Arizana Caracratics Caracratics are sublic record and are open for public inspection.	Expedited processing -	- add \$35.00 t	o filing f	ee.		130	O W. Washington St., Ph		
to the individual made of your business. All documents filed with the Arizana Caracratics Commission are mubile recent and are open for sublic inspection.	All fees are nonrefunde	able - sae Inst	nuctions.						
All documents filed with the Arizana Caracratics Commission are mubile recent and are open for public inspection.	to the individual maids of your b	businaas.			-			HE TOT EIGEN MECCH	a fairt nash benzeur
If you have questions ofter reading the Instructions, please call 602-542-3036 or (within Arteone only) 800-345-5619.	All documents filed with the Aris	casa Caragratica C		are public recur	and ore	open fo	r public Inspection.		

C009.001 Rev: 2010

Office of the Minnesota Secretary of State Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:

Superior Industries, Inc.

Date Filed:

05/31/2013

File Number:

675238800029

Minnesota Statutes, Chapter:

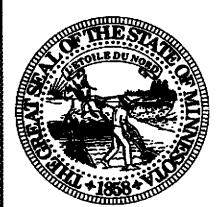
302A

Home Jurisdiction:

Minnesota

This certificate has been issued on:

07/24/2013



Mark Ritchie
Mark Ritchie

Secretary of State State of Minnesota

Office of the Minnesota Secretary of State Certificate of Conversion

I. Mark.Ritchie, Secretary of State of Minnesota, certify that: the documentation required to "
effectuate a conversion by the entity listed below from the law under which the entity was previously
governed to the law under which it is governed after the issuance of this certificate, on the date listed
and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes. Chapter: 3228

Home Jurisdiction and Name of Converting Entity:

MINNESOTA: SUPERIOR INDUSTRIES. LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: SUPERIOR INDUSTRIES, INC.

This Certificate has been issued on: 05/31/2013

Mark Ritchie

Secretary of State State of Minnesota

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesona.

Name:

Superior Industries; Inc.

File Number:

675238600029

Minnesota Statutes. Chapter:

302A

This certificate has been issued on:

05/31/2013



Mark Ritchie

. Secretary of State State of Minnesotar ARTICLES OP CONVERSION

SUPERIOR INDUSTRIES, LLC

INTO

SUPERIOR INDUSTRIES, INC.

Pursuant to Section 302A.687 of the Minnesota Business Corporation Act

These Articles of Conversion are being submitted for filing with the Minnesota Secretary of State for the purpose of converting Superior Industries, LLC, a Minnesota limited Jiability company, into a Minnesota corporation under the name "Superior Industries, Inc." pursuant to the Minnesota Business Corporation Act (the "MBCA") and Minnesota Limited Liability Company Act. The undersigned, being duly authorized to execute and file these Articles of Conversion, does hereby certify as follows:

- i.. The Plan of Conversion dated May 30, 2013, in a form required by Section 302A.683 of the MRCA, is attached hereto as <u>Exhibit A</u> (the "Plan of Conversion") and are hereby made a part of these Articles of Conversion.
- 2. The same of the converting entity immediately prior to the filing of these Articles of Conversion is: Superior Industries, LLC (the "Converting Engley").
- Upon the effectiveness of these Articles of Conversion, the name of the Converting Entity will be changed to: Superior Industries, Inc. (the "Converted Entity").
 - The Converted Entity will be a Minnesotn corporation.
- 5. The Plan of Conversion has been approved by the Converting Emity in the manner required under Section 302A.685 of the MBCA.
- 6. These Articles of Conversion shall be effective as of 5 p.m. Minneapolis. Minneapola time, on May 31, 2013.
- 7. The Articles of Incorporation of the Converted Entity shall be those attached as Exhibit A to the Plan of Conversion.

IN WITHESS WHEREOF, the undersigned has duly executed these Articles of Conversion as of May 31, 2013.

MICAH ZELTWANGER, Chief Executive Officer

Exhibit A Plan of Conversion

PLAN OF CONVERSION OF SUPERIOR INDUSTRIES, LLC INTO SUPERIOR INDUSTRIES, INC.

Adopted Pursuant to Section 302A 685 of the Minnesota Business Corporation Act

May 30, 2013

THIS PLAN OF CONVERSION sets forth the terms by which Superior Industries, LLC, a Minnesota limited liability company (the "Converting Entity"), will convert into Superior Industries, Inc., a Minnesota corporation (the "Converted Entity"), pursuant to Chapters 1228 (the "LLC Act") and 302A (the "MBCA") of the Minnesota Statutes.

- Conversion. Subject to the terms and conditions hereinafter set forth, the Converting Entity shall convert into the Converted Entity (the "Conversion") pursuant to Sections 302A.681 through 302A.691 of the MBCA, effective as of 5 p.m., Minneapolis, Minnesota time, on May 31, 2013 (the "Effective Time"). To effectuate the Conversion, the officers of the Converting Entity are authorized and directed to file articles of conversion with the Office of the Minnesota Segretary of State in a form compliant with the terms of the Conversion set forth herein and Section 302A.687 of the MBCA (the "Articles of Conversion").
- 2. <u>Condition Precedent</u>. Unless waived by the board of governors of the Converting Entity, a condition precedent to the Conversion is that holders of no more than 5.0% of the outstanding Common Units of the Converting Entity in the aggregate shall have exercised their dissenters' rights provided pursuant to Section 322B.383 of the LLC Act in connection with the Conversion.
- 3. Organizational Documents of Converted Entity. In connection with the Conversion, (i) the officers of the Converting Entity shall attach to the Articles of Conversion and file with the Office of the Mignesota Secretary of State the articles of incorporation of the Converted Entity in the form attached hereto as Exhibit A (the "Articles of incorporation"), (ii) the bylaws of the Converted Entity in the form delivered to each of the members of the Converting Entity (the "Members") on or about May 16, 2013 shall be deemed adopted by the Converted Entity (which are incorporated into and a part of this Plan of Conversion by reference), and (iii) the Members that do not exercise their dissenter's rights in connection with the Conversion shall be deemed to have approved and agreed to be bound by the terms of the Shareholder Agreement (which is incorporated into and a part of this Plan of Conversion by reference) in the form delivered to such Members with such bylaws (the "Shareholder Agreement"), which amends, restates and supersedes the terms of the Second Amended and Restated Member Control Agreement of the Converting Entity dated January 1; 2013 (the "Member Control Agreement"), each of which shall become effective as of the Effective Time.
- 4. Cancellation of Converting Entity Organizational Documents. All organizational documents of the Converting Entity shall be deemed terminated in their entireties as of the Effective Time, including but not limited to the Member Control Agreement (which is amended, restated and superseded by the terms of the Shareholder Agreement) and the articles of organization of the Converting Entity, as amended (collectively, the "Converting Entity Organizational Documents"); provided, however, that the Converted Entity shall retain all of the Converting Entity's rights and remedies arising from or relating to any breach of the Member Control Agreement by any Member existing on or prior to the Effective Time.

- 5. Succession. At the Effective Time, the Converted Entity shall succeed to all rights, title and interests of the Converting Entity, and assume all debts, liabilities and other obligations of the Converting Entity, in the manner of and as more fully set forth in Section 302A.691 of the MBCA, and the existence of the Converting Entity shall cease.
- 6. <u>Issuances of Shares.</u> At the Effective Time, by virtue of the Conversion, each common unit of the Converting Entity issued and outstanding immediately prior to the Effective Time shall be entitled to receive one share of common stock, par value \$0.01 per share, of the Converted Entity (the "Shares"), possessing the rights, obligations, preferences and privileges set forth in the Articles of Incorporation, the Shareholder Agreement and the MBCA upon delivery of their original certificate representing their common units and the execution of a joinder to the Shareholder Agreement; provided, however, that any common units held by a Member that dissents from the Conversion shall be converted into the right to receive the fair value of such common units, and such Member shall not become a shareholder of the Converting Entity. Each Member shall promptly surrender to the Converted Entity such Member's unit certificates representing such common units in exchange for stock certificates of the Converted Entity or right to receive cash, as applicable. All common units of the Converting Entity outstanding immediately prior to the Effective Time shall be cancelled on the books and records of the Converted Entity as of the Effective Time.
- 7. Officers and Directors of Converted Entity: Without any further action of the Members or the board of governors of the Converting Entity, at the Effective Time, the governors serving on the Converting Entity's board of governors shall become the directors serving on the Converted Entity's board of directors, and the officers of the Converted Entity.
- 8. No IC-Disc Distribution. No Member that exercises his, her or its dissenter's rights in connection with the Conversion shall be entitled to receive any shares of common stock of SI IC DISC, INC., a Nevada corporation, that are being distributed by the Converting Entity's board of governors immediately prior to, but conditioned upon the occurrence of, the Conversion.
- 9. Eurther Acts. From time to time, as and when required by the officers of the Converting Entity, the officers of the Converting Entity shall execute and deliver on behalf of the Converted Entity such deeds and other instruments, and shall take or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confer of record or otherwise in the Converted Entity title to and possession of all the interests, assets, rights, privileges, immunities, powers and authority of the Converted Entity, and otherwise to carry out the purposes and intent of this Plan-of Conversion; and such officers are fully authorized in the name and on behalf of the Converting Entity to execute and deliver any and all such deeds and other instruments deemed necessary or appropriate by such officers.
- 10. <u>Consents: Waivers.</u> Each of the Members that does not dissent from the Conversion, for itself and for each of its affiliates; successors, assigns, beneficiaries, insurers, indemnitors, trustees, agents and representatives, hereby consents to the terms of this Plan of Conversion, and completely waives any and all chains and rights that such Member may have related to the Conversion pursuant to the terms of the Converting Entity Organizational Documents.

EXHIBIT A

Attached are the Articles of Incorporation.

ARTICLES OF INCORPORATION OF SUPERIOR INDUSTRIES, INC.

THE UNDERSIGNED INCORPORATOR, being a natural person 18 years of age or older, hereby creates a corporation under Chapter 302A of the Minnesota Statutes (the "Act"), and adopts the following Articles of Incorporation:

Article I Nume

The name of this corporation (the "Corporation") is: Superior Industries, Inc.

Article.2 Registered Office

The Corporation's registered office is located at the following address:

319 E. State Hwy. 28* Morris, Minnesota 56267

Article 3
Capital

The Corporation is authorized to issue 100,000,000 shares of capital stock, par value \$0.01 per share. Each share of the Corporation's common stock shall be entitled to one vote on all matters requiring a vote of the Corporation's shareholders.

In addition to any and all powers conferred upon the Corporation's board of directors by the laws of the State of Minnesota, the board of directors shall have the authority to establish by resolution from the undesignated shares more than one class or series of common stock or preferred stock, and to fix the relative rights, restrictions and preferences of any such different classes or series, and to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversions of the Corporation's outstanding shares.

The board of directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any permitted class or classes, the authority to issue options to purchase or subscribe for shares of stock of any permitted class or classes, and the authority to issue share-purchase or subscription warrants or any other evidence of such option rights which set forth the terms; provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights may be transferable or nontransferable and separable or inseparable from the Corporation's other securities. The board of directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option-price or prices at which shares may be subscribed for or purchased.

Article 4 Shareholder Rights

No shareholder of the Corporation shall have any preemptive rights.

No shareholder of the Corporation shall have any cumulative-voting rights.

Unless the Corporation is a "publicly held corporation" under the Act, any action required or permitted to be taken at a meeting of the Corporation's shareholders may be taken by written action of the shareholders if signed by the number of shareholders that would be required to take the same action at a meeting at which all shareholders were present.

Article 5 Incorporator

The name and address of the incorporator, who is a natural person of full age, is:

Bradley A. Pederson, Esq.

Masion Edelman Borman & Brand, LLP
3300 Wells Fargo Center
90 South Seventh Street
Minnespolis, Minnespota 55402

Article 6 Written Action by Less Than AH Directors

Any action required or permitted to be taken at a meeting of the board of directors, other than an action requiring shareholder approval, may be taken by written action of the board of directors signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

Article 7 Limited Liability of Directors

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Amendments or repeals of this Article 7 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 31, 2013.

BRADLEY A. PEDI:RSON, Incorporator

STATE OF MINNESOTA DEPARTMENT OF STATE FILED

MAY 3 1 2013

Mark Redie M

94244

2

DEPARTMENT OF STATE
I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 8-19-13