

CERTIFICATE OF INCORPORATION

First - The name of this Corporation shall be

FRONTENAC MOTORS CORPORATION

second - Its principal office or place of business in the State of Delaware, shall be located in the Town of Dover, County of Kent, and its resident agent shall be THE CAPITAL TRUST COMPANY OF DELAWARE.

Third - The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein set forth, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:-

To manufacture, sell and deal in motor cars, automobiles, automobile accessories and motor equipment and parts.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To conduct business in any of the States, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more officers therein, and therein to hold, purchase, mortgage, and convey real and personal property, without limit as to the amount.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

To purchase, hold and reissue any of the shares of its capital stock.

IN GENERAL to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

Fourth - The amount of the total authorized capital stock of this corporation is Three million dollars (\$3,000,000) divided into Three hundred thousand (300,000) shares, of the par value of Ten Dollars (\$10.00) each, divided into Two hundred and fifty thousand (250,000) shares of Class A stock which shall be non voting and Fifty thousand (50,000) shares of Class B stock which shall have full voting privileges.

By a vote of a majority of the Class B or voting stock at any meeting of the stockholders of this Company, ~~amended~~ ^{may be amended} this charter so that a preferred stock issue may be authorized, said preferred stock issue to be preferred as to assets and dividends over any existing stock of this company.

The amount of capital stock with which this corporation will commence business is One thousand dollars (\$1,000) *Class B stock*.

Fifth - The names and places of residence of each of the subscribers to the capital stock are as follows:

Name	Residence
<i>George</i> W. Jagers,	112 North LaSalle St., Chicago, Ill.
E. Nye Johnson,	112 North LaSalle St., Chicago, Ill.
Ether Keane,	7311 Evans Avenue, Chicago, Ill.

Sixth - The existence of this corporation is to be perpetual.

Seventh - The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Eighth - The Directors shall have power to make and to alter or amend the by-laws; to fix the amount to be reserved as

working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchises of this corporation.

The by-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by law or by the by-laws or by resolution of the stockholders or directors.

The stockholders and directors shall have power to hold their meetings and keep the books, accounts and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the by-laws or by resolution of the stockholders or directors.

The directors shall have power by a resolution passed by a majority vote of the whole Board, under suitable provision of the by-laws, to designate two or more of their number to constitute an Executive Committee which committee shall for the time being, as provided in said resolution or in by-laws, have and exercise any or all the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Company, and shall have power to authorize the seal of the said company to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

It is the intention that each of the objects, purposes and powers specified in all the paragraphs of the third section hereof shall be regarded as independent objects, purposes and powers.

