

P12880

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

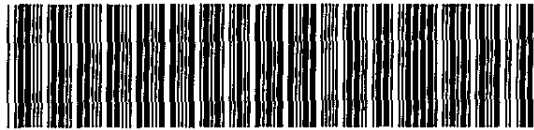
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/03/06--01034--027 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 16 PM 1:09

Is filed
NK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2006

COMMERCIAL VEHICLE SOLUTIONS NETWORK
ATTN: ANGELO VOLPE
5121 BOWDEN RD, SUITE 303
JACKSONVILLE, FL 32216

SUBJECT: NATIONAL WHEEL AND RIM ASSOCIATION INC.
Ref. Number: P12880

We have received your document for NATIONAL WHEEL AND RIM ASSOCIATION INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment form submitted is for domestic profit corporations. Please complete the enclosed form and submit for filing. Also, please include the certificate from the home state evidencing the change of name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 106A00024123

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Commercial Vehicle Solutions Network, Inc *

(Name of Corporation)

DOCUMENT NUMBER: P12880

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Angelo Volpe

(Name of Contact Person)

CVSN

(Firm/Company)

5121 Bowden Rd, # 303

(Address)

Jax, FL 32216

(City/State and Zip Code)

For further information concerning this matter, please call:

Angelo Volpe

(Name of Contact Person)

at (904) 737-2900

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee &
Certificate of Status

prev. PAID

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

* formerly National Wheel + Rim Assoc., Inc.

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 16 PM 1:09

SECTION I
(1-3 MUST BE COMPLETED)

P12880

(Document number of corporation (if known))

1. National Wheel + Rim Association, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Michigan 3. 1970
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Jan. 1, 2006
5. Commercial Vehicle Solutions Network, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Angelo Volpe
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

ANGEL0 VOLPE

(Typed or printed name of person signing)

Executive Vice President
(Title of person signing)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		Fee: 11442953-1 02/10/06 Chk#: 33194 Amt: \$50.00 ID: HAYNE & JONES CHARTERED
Date Received	(FOR BUREAU USE ONLY) ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		FILED MAR 13 2006
Name Thomas K. Jones		Administrator BUREAU OF COMMERCIAL SERVICES EFFECTIVE DATE:
Address 11000 King		
City	State	
Overland Park	KS 66210	

Document will be returned to the name and address you enter above
 If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER / CONSOLIDATION

For use by Domestic Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporations execute the following Certificate:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent corporation and its identification number is:

Council of Fleet Specialists	
National Wheel & Rim Association, Inc.	727075

b. The name of the surviving (new) corporation and its identification number is:

NATIONAL WHEEL & RIM ASSOCIATION, INC.	727075
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c. For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class	Indicate classes of shares entitled to vote	Indicate each class, if any, entitled to vote as a class

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

2. a) For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification and voting rights of its members.

Council of Fleet Specialists - organizations engaged in the heavy duty after-market parts distribution and services who meet the qualifications set forth in the Bylaws each member has one vote.

National Wheel & Rim Association, Inc. - organizations engaged primarily in the business of distributing after-market commercial vehicle parts and equipment; each member is entitled to one vote.

- b) For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification and voting rights of its directors.

- c) State the terms and conditions of the proposed merger or consolidation. Include the manner and basis of converting the shares of, or membership or other interests in, each constituent corporation into shares, bonds, or other securities of, or membership or other interest in, the surviving or consolidated corporation, or into cash or other consideration.

All members of Council of Fleet Specialists and all members of National Wheel & Rim Association will be a member of Commercial Vehicle Solutions Network, Inc. and each member will be entitled to one vote.

- d) If a consolidation, the Articles of Incorporation of the consolidated corporation are attached to this Certificate and are incorporated herein. If a merger, the amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

ARTICLE I - THE NAME OF THE CORPORATION IS:

Commercial Vehicle Solutions Network, Inc.

- e) Other provisions with respect to the merger (~~consolidation~~) are as follows:

Council of Fleet Specialists will be merged into National Wheel & Rim Association, Inc. National Wheel & Rim Association, Inc. as the surviving corporation, will change its name to Commercial Vehicle Solutions Network, Inc.

3. The corporation has complied with the applicable provisions of the law of the jurisdiction where it is organized.

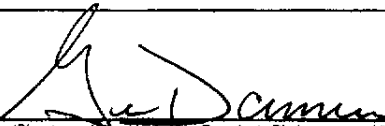
4. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____.

5. The Plan of Merger or consolidation was approved by:

- ☒ the Board of Directors and shareholders or members of the following Michigan corporation(s) in accordance with Sections 701 and 703(1) and (2) of the Act:

- ☐ the Board of Directors of the following Michigan corporation(s) organized on a directorship basis in accordance with Section 703(3) of the Act:

By 
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

Gene Damron, President

(Type or Print Name and Title)

Council of Fleet Specialists

(Name of Corporation)

By 
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

David Willis, President

(Type or Print Name and Title)

National Wheel & Rim Association, Inc.

(Name of Corporation)