

Stock Corporation - Application for a Certificate of Authority to Transact Business in Virginia

Entity Information	
Entity Name:	ThyssenKrupp Bilstein of America, Inc. Entity Type: Stock Corporation
Business Type	
Industry Code:	0 - General
Duration	
Perpetual(forever)	
Authorized Shares	
Total Shares:	2000
Jurisdiction of Formation and Date of Formation	
Jurisdiction (Country):	United States
Jurisdiction (State):	Delaware
Date of Formation:	11/21/1972
Name	
Name in jurisdiction of formation, with no additions or changes.	

Registered Agent Information	
RA Type: Entity	Locality: RICHMOND CITY
RA Qualification: N/A	
Name: CORPORATION SERVICE COMPANY	Email Address: N/A
The corporation's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is:	
Registered Office Address: 100 Shockoe Slip Fl 2, Richmond, VA, 23219 - 4100, USA	Contact Number: N/A

Principal Office Address	
Address: 8685 Bilstein Blvd, Hamilton, OH, 45015 - 2205, USA	

Principal Information			
Title	Director	Name	Address
President, Chief Executive Officer, Treasurer, Chief Financial Officer	Yes	ANDREW GUTHRIDGE	8685 Bilstein Blvd, Hamilton, OH, 45015 - 2205, USA
	Yes	EARL KANSIER	3331 WEST BIG BEAVER ROAD, SUITE 300, TROY, MI, 48084, USA
Secretary	No	KATARZYNA DYGAS	9450 SW GEMINI DRIVE, SUITE 28424, Beaverton, OR, 97008, USA

Title	Director	Name	Address
ASSISTANT SECRETARY	No	JILL H. KARANA	9450 SW GEMINI DRIVE, SUITE 28424, Beaverton, OR, 97008, USA
TAX OFFICER	No	DAVID SCHOFIELD	9450 SW GEMINI DRIVE, SUITE 28424, Beaverton, OR, 97008, USA
TAX OFFICER	No	SARA BOER	9450 SW GEMINI DRIVE, SUITE 28424, Beaverton, OR, 97008, USA
PRESIDENT, AFTER MARKET MOTOR SPORTS (NAFTA)	No	STEVEN BEATY	8685 Bilstein Blvd, Hamilton, OH, 45015 - 2205, USA

Previous Registrations						
Entity ID	Name	Name Type	Type	Jurisdiction	Status	Status Date
No records to view.						

Signature Information		
Date Signed: 03/19/2023		
Printed Name	Signature	Title
JILL H. KARANA	JILL H. KARANA	ASSISTANT SECRETARY

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THYSSENKRUPP BILSTEIN OF AMERICA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1972, AT 9 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BILSTEIN CORPORATION OF AMERICA" TO "KRUPP BILSTEIN OF AMERICA, INC.", FILED THE FIFTH DAY OF DECEMBER, A.D. 1996, AT 1:30 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 1997.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "KRUPP BILSTEIN OF AMERICA, INC." TO "THYSSENKRUPP BILSTEIN OF AMERICA, INC.", FILED THE ELEVENTH DAY OF JUNE, A.D. 2002, AT 4 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

786806 8100H
SR# 20230599566

Authentication: 202748376
Date: 02-20-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

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The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JULY, A.D. 2002.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2003, AT 10:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "THYSSENKRUPP BILSTEIN OF AMERICA, INC.".




Jeffrey W. Bullock, Secretary of State

786806 8100H
SR# 20230599566

Authentication: 202748376
Date: 02-20-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION

of

BILSTEIN CORPORATION OF AMERICA

FIRST: The name of the corporation is BILSTEIN CORPORATION OF AMERICA.

SECOND: The address of its registered office in the State of Delaware is 1314 King Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

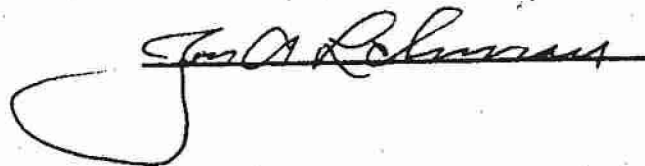
FOURTH: The total number of shares of stock which the corporation shall have authority to issue is two thousand (2,000), all of which shares shall be without par value.

FIFTH: The name and mailing address of each incorporator is as follows:

JON A. LEHMAN

535 Fifth Avenue
New York, N.Y. 10017

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed this certificate of incorporation this 20th day of November, 1972.



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BILSTEIN CORPORATION OF AMERICA

Bilstein Corporation of America, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY that:

FIRST: All of the directors of Bilstein Corporation of America, by written consent filed with the minutes of the board of directors, unanimously duly adopted a resolution proposing and declaring advisable the following amendment to the certificate of incorporation of the said corporation:

"RESOLVED, that the certificate of incorporation of the Corporation be amended by changing Article FIRST thereof, effective January 1, 1997, so that, as amended, the said Article FIRST shall be and read as follows:

"The name of the corporation is KRUPP
BILSTEIN OF AMERICA, INC."

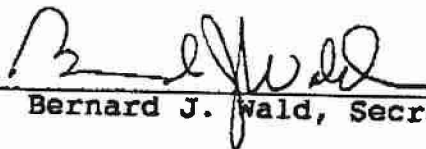
SECOND: Thereafter, the said amendment was duly adopted by the written consent of the sole stockholder of the said corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment shall not become effective until January 1, 1997.

IN WITNESS WHEREOF, the said Bilstein Corporation of America has caused this Certificate to be signed by Bernard J. Wald, its Secretary, this 20th day of November, 1996.

BILSTEIN CORPORATION OF AMERICA

By: 
Bernard J. Wald, Secretary

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
KRUPP BILSTEIN OF AMERICA, INC.**

Pursuant to the provisions of Sections 242 of the Delaware Corporation Law, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Krupp Bilstein of America, Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 21, 1972.
3. The following amendment to the Corporation's Certificate of Incorporation was approved by written consent of the directors of the Corporation, and thereafter duly adopted by written consent of the sole shareholder of the Corporation, dated as of May 1, 2002:

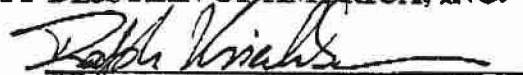
RESOLVED, that Article FIRST of the Corporation's Certificate of Incorporation be amended in its entirety to read as follows:

"FIRST: The name of the corporation is ThyssenKrupp Bilstein of America, Inc."

4. The total number of shares entitled to vote on the amendment was One Thousand Three Hundred (1,300).
5. The number of shares voting for the amendment was One Thousand Three Hundred (1,300), and no shares were voted against the amendment.
6. The effective date of this Amendment to the Corporation's Certificate of Incorporation shall be on July 1, 2002.

Dated: May 28, 2002.

KRUPP BILSTEIN OF AMERICA, INC.

By: 
Name: Dr. Ralph Kriechbaum
Title: President

CERTIFICATE OF OWNERSHIP AND MERGER

OF

THYSSENKRUPP BILSTEIN OF AMERICA, INC.

a Delaware corporation

AND

R-2000 ENGINE SERVICE CORPORATION

a Delaware corporation

AS OF AUGUST 29, 2003

*State of Delaware
Secretary of State
Division of Corporations
Filed 10:23 AM 08/29/2003
FILED 10:01 AM 08/29/2003
SRV 030561937 - 3003702 FILE*

It is hereby certified that:

1. ThyssenKrupp Bilstein of America, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation, as the owner of all of the issued and outstanding shares of capital stock of R-2000 Engine Service Corporation ("R-2000"), a Delaware corporation, hereby merges R-2000 with and into the Corporation.
3. As of August 29, 2003 the Board of Directors of the Corporation adopted the following resolutions to merge R-2000 with and into the Corporation, with the Corporation being the surviving corporation to the merger:

WHEREAS, the Corporation is the sole shareholder of R-2000 Engine Service Corporation, a Delaware corporation ("R-2000").

NOW, THEREFORE, BE IT:

RESOLVED, that R-2000 be merged with and into the Corporation pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of R-2000 shall cease as soon as the merger shall become effective, and thereupon the Corporation and R-2000 will become a single corporation, which shall continue to exist under and be governed by the laws of the State of Delaware, with the Corporation being the surviving corporation to the merger.

RESOLVED, that the terms and conditions of the proposed merger are as follows:

- a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of R-2000 be vested in and be held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by R-2000 in its own name.
- b) The Corporation shall assume all of the obligations of R-2000.

c) All shares of common stock of R-2000 issued and outstanding prior to the effective time of the merger shall be canceled and retired and shall cease to exist, without any conversion thereof, and no payment or distribution shall be made with respect thereto.

d) The issued shares of the Corporation shall not be cancelled, retired or converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Corporation.

RESOLVED, that the Board of Directors of the Corporation may amend the terms of or terminate the proposed merger at any time prior to the filing of, in that connection, a Certificate of Ownership and Merger in the Department of State of Delaware.

RESOLVED, that Dr. Ralph Kriechbaum, as President and Chief Executive Officer of the Corporation, be and he hereby is authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge R-2000 with and into the Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect this merger and to carry out the resolutions set forth herein.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, shall be upon filing.

RESOLVED, that any action relating to the subject matter of these resolutions taken by any director or officer of the Corporation prior to the date hereof is hereby ratified.

<Intentionally blank, signature page follows>

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of the date set forth above, and does hereby acknowledge, under penalties of perjury, that this Certificate of Ownership and Merger is the deed of the Corporation and that the facts herein stated are true.

THYSSENKRUPP BILSTEIN OF AMERICA, INC.

By: 

Name: Dr. Ralph Kriechbaum
 Title: President and Chief Executive Officer

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, MARCH 22, 2023

The State Corporation Commission has found the accompanying application for a certificate of authority to transact business in Virginia submitted on behalf of

ThyssenKrupp Bilstein of America, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN
VIRGINIA**

be issued and admitted to record with the application in the Office of the Clerk of the Commission, effective March 22, 2023.

The corporation is authorized to transact business in Virginia, subject to all Virginia laws applicable to the corporation and its business.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read "Jehmal T. Hudson", with a long horizontal flourish extending to the right.

Jehmal T. Hudson
Commissioner