

United States of America  
State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS



An Amended  
**CERTIFICATE OF AUTHORITY or REGISTRATION**

Issued to  
BADGER TRUCK AND AUTOMOTIVE GROUP, INC.

an organization formed under the laws of

DELAWARE

authorizing the organization to transact business in this state effective April 18, 2019 as a  
Foreign corporation, under sec. 180.1503, 180.1504, 181.1503 or 181.1504, Wis. Stats.



Date of Issue: April 19, 2019.

A handwritten signature in cursive script, reading 'Mary Ann McCoshen'.

MARY ANN MCCOSHEN, Administrator  
Division of Corporate and Consumer Services  
Department of Financial Institutions





State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services

**FILING FEE \$100.00 +**

Please check box to request ☒ + \$25.00  
Optional Expedited Service

FORM **21**

**FOREIGN BUSINESS CORPORATION  
CERTIFICATE OF AUTHORITY APPLICATION**

Sec. 180.1503 Wis. Stats.

Indicate (X) below if the application is for a (A) ORIGINAL or (B) for an AMENDED certificate.

1. A. ☐ ORIGINAL certificate

Name of Corporation	2. State or Country of Incorporation
---------------------	--------------------------------------

1. B. ☒ AMENDED certificate (Enter the corporate name, state or country of organization, and date of incorporation, as changed or continued.) Complete all other items, except items 8. and 12 thru 14.

Previous Name of Corporation (name under which it is currently registered in WI) Badger Truck Center, Inc.	2. State or Country of Incorporation Delaware
---	--

New or Continuing Name of Corporation Badger Truck and Automotive Group, Inc.	2. State or Country of Incorporation Delaware
--	--

3. Date of Incorporation (MM/DD/YYYY) 05/04/1965	4. Does the corporation have perpetual existence? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No, organized for a duration of _____ years
---	--

5. Name of Registered Agent in Wisconsin John T. Schlagenhauf
--

6. Street address of Registered Office in Wisconsin 2326 West St. Paul Avenue		
City Milwaukee	State WI	Zip/Postal code 53233

7. Address of Principal Office 2626 West St. Paul Avenue			
City Milwaukee	State/Province WI	Country USA	Zip/Postal code 53233

8. Has the corporation transacted business in Wisconsin without holding a Certificate of Authority?

☐ No ☐ Yes If "Yes", complete and attach supplement on pages 5 & 6.

DFI/CORP/21 (2/18)



PAGE 5/9 REC'D 4/18/2019 12:11:09 PM [Central Daylight Time] PRD 082676813

**9. Names and Usual Business Addresses of Officers (may be scheduled).**

<u>Title</u>	<u>Name</u>	<u>Address</u>
CEO.		
Pres.	Paul Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
V-P	John Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
Secy	John Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
Treas. Chief Financial Officer	John Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233

**10. Names and Usual Business Addresses of Directors (may be scheduled). If the corporation has no directors, enter "None".**

<u>Title</u>	<u>Name</u>	<u>Address</u>
Dir.	Donald Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
Dir.	Deborah Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
Dir.	Diane Dierksmeier	2326 West St. Paul Avenue, Milwaukee, WI 53233
Dir.	Paul Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233
Dir.	John Schlagenhauf	2326 West St. Paul Avenue, Milwaukee, WI 53233

11. Indicate the number of shares the corporation has authority to issue and the number of shares issued, itemized by class and series (if any), and the par value of the shares, or a statement that the shares are without par value: (may be scheduled)

Class	Series	Number of Shares		Indicate Par Value (\$) per share, or "NPV" for No Par Value
		AUTHORIZED to issue	ISSUED	
Class A Common		530	265	\$100.00
Class B Common		2,820	1,410	\$100.00

12. On the next page, compute the proportion of capital the corporation expects to have represented in Wisconsin in the coming year, using either a calendar or fiscal year basis. (NOTE: Start by completing items A(1) thru A(7). Continue, and in sequence, first complete item B and next item C, as each or both may be necessary, and post the results to item A and complete the computations in item A. Corporations having both Par Value and No Par Value shares issued will utilize both item B and item C.



15. Remit the one appropriate **FILING FEE**, payable to Department of Financial Institutions

ORIGINAL Certificate, from item 14  \$ 100.00, or more	OR	ORIGINAL Certificate, from Supplement  \$ .	OR	AMENDED Certificate  \$ 40.00
---	----	--	----	-------------------------------------

16. Paul Schlagenhauf  
(Signatory's printed name)

Paul Schlagenhauf  
(Officer's signature)

Executed on 3-31-19  
(Date)

President  
(Officer's title)

⇒ NOTE: Every application must be accompanied by a current **CERTIFICATE OF STATUS** (variously called "certificate of existence" or "certificate of good standing"), issued by the Secretary of State (or other official having custody of corporate records) under whose laws it is incorporated, attesting to the existence and status of the corporation. The certificate must be issued not more than 60 days prior to the delivery of this application.

**INSTRUCTIONS** (Ref. sec. 180.1503 or 180.1504, Wis. Stats. for document content)

Please use **BLACK** ink. Submit one original to State of WI-Dept. of Financial Institutions, Box 93348, Milwaukee WI, 53293-0348, together with a check for the filing fee, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, please visit [www.wisconsin.gov](http://www.wisconsin.gov) for current physical address). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature. Upon filing, the information in this document becomes public and might be used for purposes other than those for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

This application is appropriate for use by a foreign, for-profit stock corporation or cooperative association. Foreign nonstock corporations, including nonprofit corporations, apply on Form 121 (Foreign Nonstock Corporation - Certificate of Authority Application).

1. (A) For an **ORIGINAL** certificate of authority, complete items A 1 and A 2 and items 3 thru 16. If the corporation has transacted business in Wisconsin without holding a certificate of authority, also complete and submit the supplement on pages 5 & 6. Respond to all items. If the answer to any item is "zero" or "none", enter that remark.
1. (B) For an **AMENDED** certificate of authority, complete items B1, B2 and items 3 thru 7, 9 thru 11, and 15 and 16. Respond to all items. If the answer to any item is "zero" or "none", enter that remark. Supplement on pages 5 & 6 is not required. The certificate of status must be issued under the new or continuing name of the corporation. A certified copy of the charter documents is not an acceptable substitute.
- 2 & 3. Enter the name of the state or country under whose laws the corporation is organized, and the date of incorporation.
4. Indicated whether the corporation has perpetual existence, or is organized for a term of years. If organized for a term of years, enter the duration of that term.

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BADGER TRUCK AND AUTOMOTIVE GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



625020 8300

SR# 20192960417

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202668559

Date: 04-18-19



FOREIGN BUSINESS CORPORATION  
CERTIFICATE OF AUTHORITY APPLICATION

Brenda Lindsay, Paralegal  
Reinhart Boerner Van Deuren s.c.  
N16W23250 Stone Ridge Drive, Suite One  
Waukesha, WI 53188

▲ Please provide an email or postal mailing address for the filed copy of the document.

Your phone number during the day: 262-951-4809

(Instructions Continued):

- 5 & 6. Enter the name of the corporation's registered agent and registered office in Wisconsin. The address of the registered office must describe its physical location, i.e., street name, number, city (in Wisconsin) and ZIP code. Failure to continuously maintain an agent and office may set grounds for revocation of the corporation's certificate of authority. Annual report forms, notices and other official communications are directed to the corporation's registered agent, so it is important to keep this information current. Request Form 13 to make a change of registered agent or registered office.
7. Enter the address of the corporation's principal office, inside or outside Wisconsin, where its principle executive offices are located.
8. Indicate if the corporation has, or has not, transacted business in Wisconsin without holding a certificate of authority. If the response is "Yes," complete Supplemental on page 5 & 6.
- 9 & 10. Provide the name and address of each of the corporation's officers and directors. If the corporation has no directors, indicate that in item 10.
11. Provide complete information on the number and type of capital shares the corporation is authorized to issue, and the number and type of such shares that are issued.
12. For items A.(1) thru A.(6), provide figures estimating the first year's activity and compute the percentage of the corporation's capital to be represented in Wisconsin. NOTE: The governing statute does not define "gross business" or "Wisconsin business." If the figures for "gross business" (item 12(A) 1) equate to gross sales by the corporation worldwide, then gross sales in Wisconsin would be the appropriate criteria in computing "Wisconsin business" (item 12 (A) 4). Similarly for "Total Assets" and "Wisconsin Assets." If "Total Assets" are stated at their depreciated value, "Wisconsin Assets" would also be stated at their depreciated value. So long as criteria are consistently applied, an unwarranted distortion may be avoided.
- 13 & 14. Use these items to compute the filing fee based on the corporation's capital to be represented in Wisconsin.
15. Determine the **FILING FEE** from the appropriate section in item 15 and remit the fee by check payable to "Department of Financial Institutions." If the computation is made using Supplemental Form 21S, the result will include the basic qualification fee.
16. The application is to be executed by an officer of the corporation. Print or type the name and title of the officer signing the application and the date it was signed.



For Office



**State of Wisconsin**  
**Department of Financial Institutions**

***Endorsement***

**FOREIGN BUSINESS CORPORATION - CERTIFICATE OF AUTHORITY APPLICATION - Ch. 180**

**BADGER TRUCK AND AUTOMOTIVE GROUP, INC.**

**Received Date: 4/18/2019**

**Filed Date: 4/19/2019**

Filing Fee: \$40.00

Expedited Fee: \$25.00

**Total Fee: \$65.00**

Entity ID#: 2B00932

NAME CHANGE

OOS# 201904185306858