

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MOBILE AUTO SOUND, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 20, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

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SEC. OF STATE

ARTICLES OF INCORPORATION 92 MAY 20 PM 2 31
OF
MOBILE AUTO SOUND, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being all bona fide residents of the United States of America, and each being over the age of eighteen (18) years, do under and in pursuant of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves and such other persons as may hereafter become associated with us into a body politic and corporate, and to that end execute the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

I.

The name of this corporation is and shall be MOBILE AUTO SOUND, ^{INC.} The registered office shall be 9311 West Moose Road, City of Pocatello, State of Idaho, County of Bannock. The registered agent shall be EDMOND L. REMER, with the same address as the registered office.

II.

The term of the existence of this corporation shall be perpetual.

III.

The principal place of business and office of this corporation shall be 9311 West Moose Road, City of Pocatello, County of Bannock, State of Idaho, and that other offices for the transaction of business of the corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws shall provide.

IV.

The purpose for which this corporation is being formed, is as follows: This Corporation is being organized for any legal and lawful purpose, pursuant to the Idaho Corporation Code, and further, any legal and lawful purpose not disallowed by the Articles of Incorporation.

V.

The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by a Board of Directors, who shall be elected by the stockholders in accordance with the By-Laws, and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their meetings pursuant to the provisions of the By-Laws,

and at such places and at such times as the said Board of Directors may, by resolution, direct or by act of the Board of Directors fix, both within and outside of the State of Idaho.

VI.

The Board of Directors shall consist of the following persons:

EDMOND L. REMER

9311 West Moose Road
Pocatello, Idaho 83201

SPENCER H. HILDRETH

9311 West Moose Road
Pocatello, Idaho 83201

MICHAEL G. REMER

9311 West Moose Road
Pocatello, Idaho 83201

The Board of Directors shall also consist of any persons, as from time to time, might be designated, not to exceed three (3) in number, all with the addresses as set forth hereinabove, and also set forth in Paragraph IX of these Articles.

VII.

The amount of the authorized capital stock shall be \$1,000.00, divided into 1,000 shares, with a par value of \$1.00. Said 1,000 shares shall be non-assessable, all common, one class will full voting rights.

VIII.

The amount of said capital stock that has been actually subscribed is three-hundred (300) shares, and the names and addresses of the persons who have subscribed therefore and the

number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
EDMOND L. REMER	9311 West Moose Road Pocatello, Idaho 83201	<u>100</u>
SPENCER H. HILDRETH	9311 West Moose Road Pocatello, Idaho 83201	<u>100</u>
MICHAEL G. REMER	9311 West Moose Road Pocatello, Idaho 83201	<u>100</u>

That the foregoing named incorporators are all persons of full age and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals this 15 day of May, 1992.

Edmond L. Remer [SEAL]

Spencer H. Hildreth [SEAL]

Michael G. Remer [SEAL]

STATE OF IDAHO)
) ss.
County of Bannock)

On this 15th day of May, 1992, personally appeared before me, EDMOND L. REMER, SPENCER H. HILDRETH and MICHAEL G. REMER, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the date and year first above written.

[SEAL]
My Commission Expires:




NOTARY PUBLIC for Idaho
Residing at: Pocatello, Idaho