

**Department of State.**

**CERTIFICATE OF INCORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

**BATTERY SPECIALISTS, INC.**

was filed in the office of the Secretary of State on the 23rd day of May A.D., One Thousand Nine Hundred Seventy-Five and will be / duly recorded on ~~Film~~/No/microfilm Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existance from the date hereof, with its registered office in this State located at Idaho Falls in the County of Bonneville

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 23rd day of May A.D., 1975 .

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION  
OF  
BATTERY SPECIALISTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purpose or purposes hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE I

The name of the Corporation shall be BATTERY SPECIALISTS, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are:

A. To engage in any commercial, industrial, manufacturing, fabrication and reconditioning enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

B. To carry on a general battery reconditioning, tune-up, distribution and sales business which shall include any and all things pertaining to the acquiring and reconditioning new and used batteries for resale at wholesale or retail and the general distribution of the same under the trade names of "POWR" and "POWR STOP".

C. To carry on the business of merchandising, manufacturing, sales and distribution of all kinds of battery accessories and automotive accessories, and all other businesses

incidental thereto, or connected therewith;

D. To purchase, or in anywise acquire, for investment, or for sale, or for operation or otherwise, lands, real property, buildings, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or nature, or any interest therein, and to manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the corporation or in which the corporation is interested. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by the corporation, or any other person, firm or corporation;

E. To apply for, procure, and take out patents of the United States of America and the State of Idaho, upon any lands in which the corporation may have any interest;

F. To acquire, manage, work, develop, lease, mortgage, sell, dispose of or otherwise deal with mechanical systems of all kinds and natures, and to organize, finance, develop and improve such mechanical apparatus, facilities, structures, and systems in accordance with the general purposes of the corporation;

G. To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept or endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, and choses in action and securities of all kinds, both as principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property;

H. To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with property of all kinds, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business firms, partnerships and corporations;

I. To engage in the rental, loan, and lease of building equipment, battery and automotive equipment and tools of all kinds and natures and in connection therewith to sell and purchase motor vehicles, battery and automotive equipment, and all types of equipment and to own any and all licenses, permits, and franchises necessary or useful in connection with the business and purposes of the corporation;

J. To enter into contracts, obligations of any kind or kinds essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation;

K. To appoint and employ agents, sub-agents, laborers, and specialists of every name, kind and nature and to enter into all necessary contracts with said agents, sub-agents, laborers or specialists;

L. To borrow money or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debtures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or nonnegotiable and whether secured or unsecured;

M. To conduct business in this State, all other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property, including franchises, situate out of this State;

N. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, investments, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries;

O. To cause to be formed, merge, or reorganize and to promote and aid in any way permitted by law the formation, merger, or reorganization of any business concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights, property, in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; 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 and expedient in or about the conduct and management of said business;

P. To purchase and so far as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends;

Q. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and particularly all the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business and/or carrying into effect any and all of the aforesaid objects and purposes;

R. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in

any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act with corporations formed under the laws of Idaho now or hereafter existing, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of the Articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference to or inference from the term of any other cause or paragraph of this paragraph contained or of any other provisions of these Articles of Incorporation, and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

#### ARTICLE III

The corporation is to have perpetual existence.

#### ARTICLE IV

The location of the post office address of the registered office of the corporation shall be 1480 Lindsay Boulevard, in the City of Idaho Falls, Bonneville County, Idaho.

#### ARTICLE V

The amount of the authorized capital stock of this corporation shall be \$100,000.00 divided in 100,000 shares of common stock of the par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining

shareholders and members of the corporation shall be given a thirty (30) day option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

#### ARTICLE VI

That the amount of the capital stock which has been subscribed and paid for is the sum of three (3) shares, and following are the names of the persons, their addresses, and number of shares by whom the same have been subscribed, to-wit:

<u>Name</u>	<u>Addresses</u>	<u>Number of Shares</u>	<u>Amount</u>
Robert Linderman	725 Saturn Ave. No. 4 Idaho Falls, Idaho	1	\$1.00
Ralph Caler	Box 118 Mackay, Idaho	1	\$1.00
Blaine Garn	605 Lomax Idaho Falls, Idaho	1	\$1.00

#### ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than three (3) nor more than fifteen (15) Directors, as may be fixed by the Bylaws. The Director shall be elected at the annual meeting of the stockholders, to be held at the general office of this corporation in the City of Idaho Falls, Bonneville County, Idaho, on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the Bylaws or at such other time and place as the Director may so designate,

and until such election, the officers and directors of said corporation shall be the said Robert Linderman, President and Director; Ralph Caler, Vice President and Director; and Blaine Garn, Secretary-Treasurer and Director.

#### ARTICLE VIII

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the Directors as well as the shareholders to be exercised by such vote of such Directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the Bylaws.

#### ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho, upon notice, in writing, from the Board of Directors.

#### ARTICLE X


No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Directors individually, or any firm of which such Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been to the Board of Directors, or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such




contract or transaction, any may vote thereat to authorize such contract or transaction, with a like force and effect as if he were not such Director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 15<sup>th</sup> day of May, 1975.

  
Robert Linderman


  
Ralph Caler

  
Blaine Garn

STATE OF IDAHO            )  
                                  ) ss.  
County of Bonneville )

On this 15<sup>th</sup> day of May, 1975, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ROBERT LINDERMAN, RALPH CALER and BLAINE GARN, 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 official seal of the day and year of this certificate first above written.

  
Notary Public for Idaho  
Residing at Idaho Falls, Idaho  
My commission expires: 7/7/76

