

# State of Idaho

## Department of State

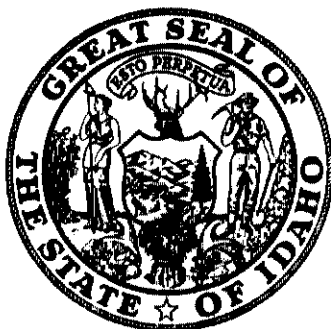
### CERTIFICATE OF INCORPORATION OF

LUBE-IT, 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: September 21, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Seibel*

ARTICLES OF INCORPORATION  
OF  
LUBE-IT, INC.

SEP 21 12 49 PM '93  
SECRETARY OF STATE

ARTICLE I  
NAME

The name of the Corporation is Lube-It, Inc.

ARTICLE II  
PURPOSE

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Idaho. The principal purpose of the Corporation is to provide motor vehicle repair maintenance and service to the general public.

ARTICLE III  
POWERS OF THE CORPORATION

As needed to pursue the corporate purposes, the Board of Directors shall have and may exercise all lawful powers necessary or convenient to effect the corporate purpose.

ARTICLE IV  
SHARES

The total authorized stock is: 10,000 common shares of no par value.

ARTICLE V  
DIRECTORS

The initial Board shall consist of two directors and the names and addresses of the persons who shall serve as directors until the

first annual meeting of stockholders or until their successors can be elected and qualified are:

Jeff McGinnis  
1870 Fairmeadow  
Boise, ID 83704

Neil DeChambeau  
403 W. Iowa  
Boise, ID 83706

ARTICLE VI  
REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent is:

Jeff McGinnis  
1870 Fairmeadow  
Boise, ID 83704

ARTICLE VII  
TERM

The term of existence of the Corporation shall be perpetual.

ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES AND AGENTS

The Corporation shall indemnify to the full extent permitted by law any person who has made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator or intestate is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was, a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer,

employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of the status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE IX  
SPECIAL PROVISION FOR CLOSE CORPORATION

The Corporation is a close Corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All issued shares, excluding treasury shares and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than five persons in the aggregate.

ARTICLE X  
INCORPORATORS

The name and address of the incorporator is as follows:

JEFF MCGINNIS  
1870 Fairmeadow  
Boise, ID 83704

The Articles of Incorporation have been adopted and executed on this 21st day of September, 1993.


  
\_\_\_\_\_  
JEFF MCGINNIS

STATE OF IDAHO     )  
                              : ss.  
County Ada         )

JEFF MCGINNIS, having been first duly sworn, deposes and says:  
He is the incorporator named in the foregoing Articles of  
Incorporation and has executed the same; that the statements  
therein contained are true as he verily believes.

  
JEFF MCGINNIS

SUBSCRIBED and SWORN to before me this 21st day  
of September, 1993.

  
Notary Public for Idaho  
Residing at: Boise, ID  
My Comm. Exp.: 8-23-97