

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BLACK AUTO, INC.
File number C 118291

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: February 14, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

FROM : DEE, MACGREGOR & FALES

PHONE NO. : 208 983 1740

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Feb. 14 1997
SECRETARY OF STATE
STATE OF IDAHO
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ARTICLES OF INCORPORATION
OF
BLACK AUTO, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,
BERNARD KASCHMITTER, RALPH KASCHMITTER, WILLIAM KASCHMITTER, HERMAN
KASCHMITTER, TIMOTHY KASCHMITTER and PATRICK KASCHMITTER, each
being of natural age and acting as incorporators of the above named
corporation under the Idaho Business Corporation Act, adopt the
following Articles of Incorporation for such corporation:

I.

The name of this corporation shall be BLACK AUTO, INC.

II.

The period of existence and duration of the life of this
corporation shall be perpetual.

III.

The location of the registered office of this corporation
shall be 111 North College Street, Idaho County, State of Idaho,
and the address of the registered office of the corporation shall
be the same.

IV.

The nature of the business and the objectives and purposes to
be transacted, promoted and carried out are to do any or all things
herein mentioned as fully and to the same extent as natural persons
might or could do, in any part of the world viz:

To engage in the retail and wholesale sales of auto parts,
heavy construction equipment and heavy construction equipment
parts, tires and accessories, including oil gas and all manner of

1 petroleum products and the servicing of all such equipment.

2 To engage in and to own, operate and run, conduct and manage
3 a business engaged in repairing and reconditioning automobiles,
4 automotive and mechanical products, and other personal property of
5 any and every sort, character, nature, and description, including
6 heavy construction and rock crushing equipment and to do such other
7 things as are incidental, proper, or necessary to the operation of
8 the business, or to the carrying out of any or all of the purposes.

9 To purchase real estate and to subdivide, plat, and sell the
10 same and generally to buy, sell and deal in real and personal
11 property of every kind and description and to own, hold, improve,
12 develop and manage any real estate or personal property and to
13 erect and cause to be erected on any lands owned, held or occupied
14 by the corporation, buildings or other structures with their
15 appurtenances and to mortgage, sell, lease or otherwise dispose of
16 any lands or interests in lands and in any buildings or other
17 structures at any time owned or held by the corporation.

18 To enter into, make and perform and carry out contracts of
19 every sort and kind with any person, firm, association or corpora-
20 tion, municipality, body politic, country, territory, district,
21 state and government.

22 To purchase, hold, sell, assign, transfer, mortgage, pledge or
23 otherwise dispose of shares of the capital stock of, or any bonds,
24 securities or evidences of indebtedness created by, any other
25 corporation or corporations organized under the laws of this state
26 or any other state, country, nation or government, and while the
27 owner thereof, to exercise all the rights, powers and privileges of
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1 ownership.

2 To acquire, and pay for in cash, stock or bonds of this
3 corporation or otherwise, the good will, rights, assets and
4 property and to undertake or assume the whole or any part of the
5 obligations or liabilities of any person, firm, association or
6 corporation.

7 To draw, make, accept, endorse, discount, execute and issue
8 promissory notes, bills of exchange and other negotiable or
9 transferable instruments.

10 In the purchase or acquisition of property, business, rights,
11 or franchises, or for additional working capital, for any other
12 object in or about its business or affairs, and without limit as to
13 amount, incur debts and to raise, borrow and secure the payment of
14 money in any lawful manner, including the issue and sale or other
15 disposition of bonds, debentures, obligations, negotiable and
16 transferable instruments and evidence of indebtedness of all kinds,
17 whether secured by mortgage, pledge, deed of trust or otherwise.

18 To carry on any other business which may seem to the corpora-
19 tion capable of being conveniently carried on in connection with
20 its business or calculated directly or indirectly to enhance the
21 value of or render profitable any of the corporation's property or
22 rights.

23 The said corporation may perform any part of its business
24 outside the State of Idaho, in the other states, in the District of
25 Columbia, territories or possessions, or dependencies of the United
26 States.

27 To do each and every thing necessary, suitable, useful or
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ARTICLES OF INCORPORATION

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advisable for the accomplishment of any one or more of the said objects or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

To do each and all things set forth herein to the same extent and as fully as natural persons might or could do in the State of Idaho, and in any other state, country or place, to purchase.

To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefore, and, with the affirmative vote of the holders of the majority of all shares, entitled to vote thereon, to the extent of unreserved and unrestricted capital surplus available therefor.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amounts, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States.

The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with

1 the foregoing, and to have and exercise all the powers conferred by
2 laws of the State of Idaho upon corporations.

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5 V.

6 In furtherance, and not in limitation of the powers conferred
7 by statute, the board of directors is expressly authorized;

8 To make and alter by-laws of this corporation, to fix the
9 amount to be reserved as working capital over and above its capital
10 stock paid in, and to authorize and cause to be executed mortgages
11 and liens upon the real and personal property of this corporation.

12 If the by-laws so provided, to designate two or more of its
13 members to constitute an executive committee, which committee shall
14 for the time being, as provided in said resolution or in the by-
15 laws of this corporation, have and exercise any or all of the
16 powers of the board of directors in the management of the business
17 and affairs of this corporation, and have power to authorize the
18 sale of this corporation to be affixed to all papers which may
19 require it.

20 Pursuant to the affirmative vote of the holders of at least a
21 majority of the stock issued and outstanding, having voting power,
22 given at a stockholders meeting duly called for that purpose, or
23 when authorized by the written consent of at least a majority of
24 the holders of the voting stock issued and outstanding, the board
25 of directors shall have power and authority at any meeting to sell,
26 lease or exchange all of the property and assets of this corpora-
27 tion, including its good will and its corporate franchises, upon
28 such terms and conditions as its board of directors deem expedient

1 and for the best interest of the corporation.

2 This corporation may in its by-laws confer powers upon its
3 directors in addition to the foregoing, and in addition to the
4 powers and authorities expressly conferred upon them by statute.

5 VI.

6 The capital stock of this corporation shall be FIVE HUNDRED
7 THOUSAND DOLLARS (\$500,000.00), divided into FIVE THOUSAND (5,000)
8 shares with a par value of ONE HUNDRED DOLLARS (\$100.00) each. No
9 distinction shall exist between the shares of this corporation and
10 all such shares shall have the same rights in the corporation.

11 VII.

12 All or any portion of the capital stock may be issued for cash
13 or in payment for real or personal property, services or any other
14 right or thing of value, for the uses and purposes of the corpora-
15 tion and when so issued shall become and be fully paid, the same as
16 though paid for in cash at par; and the directors shall be the sole
17 judges of the value of any property, right, or thing acquired in
18 exchange for capital stock.

19 VIII.

20 From time to time the capital stock may be increased according
21 to laws, and may be issued in such amounts and proportions as shall
22 be determined by the board of directors, and as may be permitted by
23 law.

24 IX.

25 The private property of the stockholders shall not be subject
26 to the payment of corporate debts to any extend whatsoever.

27 X.

1 The address of the initial registered office of the corpora-
2 tion is 302 North Mill Street, Grangeville, Idaho County, State of
3 Idaho, and the name of its initial registered agent is TIMOTHY
4 KASCHMITTER, 510 South "B" Street, Grangeville, Idaho County, Idaho.
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6 XI.

7 The number of directors constituting the initial board of
8 directors of the corporation is six (6) and the names and addresses
9 of the persons who are to serve as directors until the first annual
10 meeting of the shareholders or until their successors are elected
11 and shall qualify are:

12 BERNARD KASCHMITTER
13 1305 Crooks
14 Grangeville, ID 83530

WILLIAM KASCHMITTER
301 Tamera Drive #2
Grangeville, ID 83530

HERMAN KASCHMITTER
216 Park Street
Grangeville, ID 83530

TIMOTHY KASCHMITTER
510 South "B" St.
Grangeville, ID 83530

PATRICK KASCHMITTER
301 Tamera Drive #1
Grangeville, ID 83530

RALPH KASCHMITTER
302 North Mill
Grangeville, ID 83530

18 The addresses of the incorporators are:

19 RALPH KASCHMITTER
20 302 North Mill
21 Grangeville, ID 83530

PATRICK KASCHMITTER
301 Tamera Drive #1
Grangeville, ID 83530

22 BERNARD KASCHMITTER
23 1305 Crooks
24 Grangeville, ID 83530

WILLIAM KASCHMITTER
301 Tamera Drive #2
Grangeville, ID 83530

HERMAN KASCHMITTER
216 Park Street
Grangeville, ID 83530

TIMOTHY KASCHMITTER
510 South "B"
Grangeville, ID 83530

25 This corporation reserves the right to amend, alter, change or
26 repeal any provisions contained in this certificate of incorpora-
27 tion in the manner now or hereafter prescribed by statute, and all
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1 right conferred upon stockholders herein are granted, subject to
2 this reservation.

3 WE, THE UNDERSIGNED, being the incorporators hereinbefore
4 named for the purpose of forming a corporation to do business both
5 within and without the State of Idaho, and in pursuance of the laws
6 of the State of Idaho, do make, and file these Articles of
7 Incorporation, hereby declaring and certifying that the facts
8 herein stated are true, and accordingly, have hereunto set our
9 hands and seals this 10th day of February, 1997.

10 Ralph Kaschmitter
11 RALPH KASCHMITTER

12 Bernie Kaschmitter
13 BERNARD KASCHMITTER

14 Herman Kaschmitter
HERMAN KASCHMITTER

15 Pat Kaschmitter
16 PATRICK KASCHMITTER

Will Kaschmitter
WILLIAM KASCHMITTER

Tim Kaschmitter
TIMOTHY KASCHMITTER

1 STATE OF IDAHO)
2 ss.
3 County of IDAHO

4 On this 10th day of February, 1997, before me, the under-
5 signed, a Notary Public in and for the State of Idaho, personally
6 appeared RALPH KASCHMITTER, BERNARD KASCHMITTER, WILLIAM
7 KASCHMITTER, HERMAN KASCHMITTER, TIMOTHY KASCHMITTER and PATRICK
8 KASCHMITTER and known to me to be the persons whose names are
9 subscribed to the within and foregoing instrument, and acknowledged
10 to me that they executed the same.

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

13 *R. C. MacGregor*
14 Notary Public in and for the
15 State of Idaho; Residing at
16 Grangeville, therein.
17 My commission expires: *Oct. 1, 1997*