

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

JOHNNY'S TOWING SERVICE, 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 \_\_\_\_\_

JOHNNY'S TOWING SERVICE, INC.

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 January 15, 19 60.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
JOHNNY'S TOWING SERVICE, 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 purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this Corporation is:

JOHNNY'S TOWING SERVICE, INC.

ARTICLE II.

The purposes and objects for which this Corporation are formed and the general powers which this Corporation may exercise, are:

(a) To conduct an automobile, truck and vehicle storage, towing, sales, repair and maintenance business; including the sale of new and used parts.

(b) To purchase, acquire, own, hold, lease (either as lessor or lessee), sell, exchange and create liens upon any and all types of machinery, equipment, inventory and personal property wherever located.

(c) To acquire, own, lease (either as Lessor or Lessee) and operate warehouses or storage facilities for the storage of goods, wares, merchandise or supplies in any form and for the storage, repair or care of machinery, equipment or motor vehicles in connection with the conduct and business of this Corporation.

(d) To acquire, own, develop, plat, subdivide, improve, sell and deal in any real property or improvements thereon; and to mortgage and otherwise create liens upon real property.

(e) To invest in or advance or lend money or negotiate loans upon the security of property, real, personal, or mixed, or upon the security of accounts, policies of insurance, bonds, debentures, bills of exchange,

notes, letters of credit or other contractual obligations, or upon mortgages, trust deeds, bills of sale, bills of lading, delivery orders, warehouse certificates, dock warrants, pledges or other interests of title to or interest in property, real, personal or mixed, or goods, wares and merchandise, whether existing or to come into being in the future; and to do and perform all acts permitted by law for the assignment, transfer, collection or enforcement thereof.

(f) To borrow money for any purpose of this Corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured of this Corporation for the money so borrowed, or in payment for property acquired, or for any other objects or purposes of this Corporation or in connection with its business; and to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this Corporation, wheresoever located.

(g) To purchase, hold, sell and transfer the shares of its own capital stock; provided, however, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that the shares of its own capital stock owned by it shall be voted upon, directly or indirectly.

(h) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or Corporation engaged in any business in whole or in part similar to that of this Corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stocks, assets, good will and rights so acquired, and to conduct in any lawful manner, in whole or in part, any business so acquired, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association or Corporation engaged in the business so acquired.

(i) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this Corporation, with any persons, firms, Corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(j) To adopt, apply for and register, purchase, lease or otherwise acquire, and to use, maintain, protect, and to sell, assign or grant licenses or other rights in respect to any trade marks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(k) To carry out all or any part of the foregoing objects or purposes as principal or agent or otherwise, either alone or in conjunction with any person, association or other Corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes or objects, to make and perform such contracts of any kind and description, to do such things and such acts and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of the Corporation or of the statutes of the State of Idaho.

(l) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia, and in any or all other foreign countries, and to have one or more offices within or outside the State of Idaho.

(m) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this Corporation by the statutes of the State of Idaho.

#### ARTICLE III.

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

#### ARTICLE IV.

The location and post office address of the registered office of this Corporation in the State of Idaho shall be 275 Taylor, Twin Falls, Idaho, 83301 in the County of Twin Falls, State of Idaho, and the name of the registered agent is John W. Nussbaum.

ARTICLE V.

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock". The total number of shares of common stock of this Corporation shall be 100 at no par value.

Section 2. The common stock of this Corporation shall be non-assessable, and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE VI.

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by or in the manner provided in the By-Laws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office for such term as the By-Laws may provide or until their successors are respectively elected and qualified. The By-Laws shall specify the Directors necessary to constitute a quorum.

The Corporation or Board of Directors may elect such officers as the By-Laws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, amend or repeal the By-Laws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the By-Laws, shall have and exercise the authority of the Board of Directors and the management

of the business of the Corporation. The By-Laws shall specify the number of members of this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

#### ARTICLE VII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

#### ARTICLE VIII.

The names and post office addresses of each of the incorporators of this Corporation and the number of shares of common stock subscribed by each of those incorporators are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                           | <u>SHARES</u> |
|--------------------|--|---------------|
| JOHN W. NUSSBAUM   | 275 Taylor<br>Twin Falls, Idaho<br>83301 | 45            |
| VIVIAN M. NUSSBAUM | 275 Taylor<br>Twin Falls, Idaho<br>83301 | 45            |

Each of the persons above enumerated as incorporators is a natural person over the age of twenty one years, and is a citizen of the United States of America.

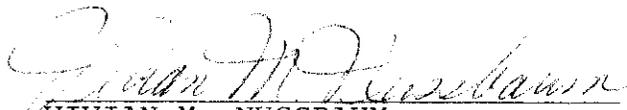
#### ARTICLE IX.

The names and post office addresses of each of the initial directors are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                        |
|--------------------|---------------------------------------|
| JOHN W. NUSSBAUM   | 275 Taylor<br>Twin Falls, Idaho 83301 |
| VIVIAN M. NUSSBAUM | 275 Taylor<br>Twin Falls, Idaho 83301 |

IN WITNESS WHEREOF, for the purposes of forming this Corporation under the statutes of the State of Idaho, we the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation the 26<sup>th</sup> day of December, 1979.

  
JOHN W. NUSSBAUM

  
VIVIAN M. NUSSBAUM

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this <sup>26<sup>th</sup></sup> day of December, 1979, before me, the undersigned, a Notary Public in and for the said State and county, personally appeared JOHN W. NUSSBAUM, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

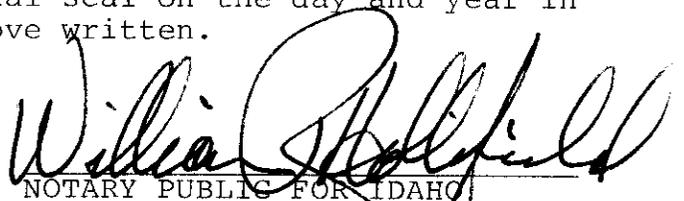
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls, Idaho

STATE OF IDAHO )  
 ) ss.  
County of Twin Falls )

On this <sup>26<sup>th</sup></sup> day of December, 1979, before me, the undersigned, a Notary Public in and for the said State and county, personally appeared VIVIAN M. NUSSBAUM, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Twin Falls, Idaho