

FILED/EFFECTIVE

00 SEP 27 AM 9:01

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

KIDD AUTO BODY, INC.

00 SEP 18 AM 10:25
SECRETARY OF STATE
STATE OF IDAHO

The undersigned person, acting as incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is:

Kidd Auto Body, Inc.

ARTICLE II

PURPOSES AND POWERS

The Corporation is organized specifically to engage in the automotive repair and sales business and to further engage in any and all lawful acts, activities, and/or pursuits for which corporations may presently or hereafter be organized under the Idaho Business Corporation Act. The Corporation shall have all powers allowed by law including, without limitation, those powers described in Section 30-1-302 of the Idaho Code.

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock. All voting rights of the Corporation shall be exercised by the holders of the common stock and the holders of the common stock of the Corporation shall be entitled to receive the net assets of the Corporation upon dissolution. All shares of the common stock shall be fully paid and nonassessable.

IDAHO SECRETARY OF STATE

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 545 West 20th Street, Idaho Falls, Idaho 83402. The name of the Corporation's initial registered agent at such address is Tod S. Kidd.

ARTICLE V

MAILING ADDRESS

The mailing address of the Corporation is 545 W. 20th Street, Idaho Falls, Idaho 83402.

ARTICLE VI

LIMITATION ON LIABILITY

Within the meaning of and in accordance with Section 30-1-202(d) of the Idaho Code:

(1) No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except as provided in this Article VI.

(2) The limitation of liability contemplated in this Article VI shall not extend to (a) the amount of a financial benefit received by a director to which he or she is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 30-1-833 of the Idaho Code, or (d) an intentional violation of criminal law.

(3) Any repeal or modification of this Article VI by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(4) Without limitation, this Article VI shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Idaho Code, as the same exists or may hereafter be amended, as well as any applicable interpretation of Idaho law, so that personal liability of the directors and officers to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Idaho law.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Tod S. Kidd
545 W. 20th Street
Idaho Falls, Idaho 83402.


IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, hereby executes these Articles of Incorporation and certifies to the truth of the facts herein stated this 15th day of September, 2000.



Tod S. Kidd

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, Tod S. Kidd hereby acknowledges that he has been named as registered agent of Kidd Auto Body, Inc., an Idaho corporation, to be formed pursuant to the foregoing Articles of Incorporation, and the undersigned hereby agrees to act as registered agent for said corporation.



Tod S. Kidd