

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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INTEGRITY AUTO GLASS, INC.

SECRETARY OF STATE

STATE OF IDAHO

These Articles of Incorporation are adopted and made effective on this the 15th day of November, 2004, by the undersigned natural person over the age of eighteen (18) years who constitutes the Incorporator in accordance with the Idaho Business Corporation Act, and is set forth as follows:

ARTICLE 1: NAME

The name of this Corporation is Integrity Auto Glass, Inc., and the street address of the principal office is located at 6721 Airport Road, Nampa, Idaho 83687.

ARTICLE 2: DURATION

The duration of the Corporation shall be perpetual, or until terminated under the terms of this Agreement, or until terminated by law.

ARTICLE 3: PURPOSES

This Corporation is organized to undertake and perform all lawful business purposes, including the sale, installation, and repair of auto glass upon and in private and commercial motor vehicles, and/or similar activities as more fully described below:

a. This Corporation shall have all rights and powers normally ascribed to and incidental to said basic purpose and to business operations in general including, but not limited to, raising capital and operating monies; entering into, performing and carrying out contracts, entering into joint ventures or limited or general partnerships, and to act as a general partner in one or more limited partnerships; acquiring assets or properties by purchase or otherwise, and maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation; and to undertake all business transactions, functions, and services ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this

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1 State.

2 b. This Corporation shall also have as its purpose the pursuit and development of
3 any other business opportunities that relate to its basic purpose, as set forth above.

4 c. The Corporation may engage in any other lawful activities providing that its
5 Bylaws and/or records reflect proper action permitting such activity.

6 ARTICLE 4: AUTHORIZED SHARES

7 The aggregate number of shares of stock which the Corporation shall have the authority
8 to issue is one class of common voting stock consisting of One Hundred Thousand (100,000)
9 shares without par value. Each share shall participate equally in the earned surplus and any
10 authorized dividends of the Corporation and share equally in the distribution of assets of the
11 Corporation upon the dissolution and termination of the Corporation. For all purposes, this
12 authorized stock shall be construed and limited to one class of stock.

13 ARTICLE 5: REGISTERED OFFICE AND AGENT

14 The name of the Registered Agent for the Corporation is Brent W. Heaton and the
15 address of the Registered Office is located at 6721 Airport Road, Nampa, Idaho 83687.

16 ARTICLE 6: INCORPORATOR

17 The name and address of the original Incorporator of the Corporation who is a resident
18 of the State of Idaho is as follows:

19	<u>NAME</u>	<u>ADDRESS</u>
20	Brent W. Heaton	6721 Airport Road Nampa, Idaho 83687

22 ARTICLE 7: DIRECTORS AND CUMULATIVE VOTING

23 The number of Directors constituting the initial Board of Directors of this Corporation
24 is one (1), and the names and addresses of the person who is to serve as Director until the first
25 Annual Meeting of Shareholders or until his successor is elected and shall qualify, is:

1
2 NAME ADDRESS
3 Brent W. Heaton 6721 Airport Road
4 Nampa, Idaho 83687

5 Such Directors are to be elected by cumulative voting, in that each Shareholder shall be
6 entitled to vote all of his whole or fractional shares cumulatively. The number of Directors can
7 range from a minimum of one (1) to a maximum of five (5) as authorized by the Shareholders.

8 At each election of Directors, each Shareholder entitled to vote at such election shall
9 have the right to accumulate his votes and give one candidate a number of votes equal to the
10 number of Directors to be elected, multiplied by the number of votes to which his shares are
11 entitled, or to distribute his votes on the same principle among as many candidates as he/she so
12 desires. Those candidates, up to the number of Directors to be elected, receiving the highest
13 number of votes shall be elected.

14 ARTICLE 8: REGULATION OF INTERNAL AFFAIRS

15 The affairs of the Corporation shall be conducted as follows:

16 a. The majority of the Directors may adopt Bylaws for the Corporation which are
17 consistent with these Articles and the laws of the State of Idaho and may also amend and repeal
18 from time to time any Bylaws as provided hereafter.

19 b. All corporate contracts or business which personally benefits any of the Officers,
20 Directors, or Shareholders must be disclosed to and approved by Shareholders entitled to vote
21 no less than seventy percent (70%) of the voting common stock.

22 ARTICLE 9: SPECIAL REQUIREMENTS FOR DIRECTOR ACTION

23 Except with the affirmative vote of not less than seventy percent (70 %) of the total
24 number of Directors constituting the entire Board, unless a greater percentage is authorized
25 pursuant to Article 10, the Board of Directors, or any committee thereof, shall not have the
26 power, or take any action the result of which would be to:

- a. Amend, repeal or alter in any way the Articles of Incorporation or Bylaws of the Corporation;
 - b. Merge or consolidate or agree to merge or consolidate the Corporation with or into any other corporation, corporations, limited liability company, or other business entities;
 - c. Liquidate, reorganize or recapitalize the Corporation or adopt any plan to do so;
 - d. Issue or sell any shares of capital stock of the Corporation, or any options or rights or purchase any shares of capital stock of the Corporation, whether or not such shares have been previously authorized or issued; and
 - e. Declare or pay any dividends on, or make any other distributions upon or in respect of, or purchase, retire or retain any shares of the capital stock of the Corporation, or set aside any funds for such purposes.

ARTICLE 10: SHAREHOLDER VOTE REQUIRED

FOR FUNDAMENTAL CHANGES

The affirmative vote of holders of seventy percent (70%) of the outstanding shares entitled to vote shall also be necessary for the following corporate action:

- a. Amendments to the Articles of Corporation;
 - b. Merger or consolidation of the Corporation;
 - c. Reduction or increase of the stated capital of the Corporation;
 - d. Reduction or increase in the number of authorized shares of the Corporation;
 - e. Sale, lease or exchange not in the ordinary course of business of the major portion of the property or assets of the Corporation; or
 - f. Dissolution of the Corporation.

ARTICLE 11: RESTRICTIONS ON TRANSFER OF STOCK

If (a) any two or more Shareholders/Subscribers owning stock of the Corporation enter into any agreement abridging, limiting, or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation,

any or all of the stock of the Corporation held by them, and if a copy of said agreement shall be filed with the Corporation, or if, (b) the Shareholders entitled to vote shall adopt any Bylaw provision abridging, limiting, or restricting the aforesaid rights of any Shareholders, then and in either of such events, all certificates of shares of stock subject to such abridgements, limitations or restrictions shall have a reference thereto endorsed thereon by an Officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation to any person except in accordance herewith, or with the terms and provisions of such agreement or Bylaws.

ARTICLE 12: PRE-EMPTIVE RIGHTS

9 The authorized and unissued shares and treasury stock of this Corporation may be
10 issued at such time, upon such reasonable terms and conditions, and for such reasonable
11 consideration as the Board of Directors shall determine.

12 Shareholders shall retain the pre-emptive rights to acquire unissued shares of this
13 Corporation in the manner and subject to the limitations prescribed by this Article, and not
14 otherwise. Before the Board of Directors shall issue any unissued shares of this Corporation
15 authorized in these Articles or by later amendment, it shall notify each Shareholder of the
16 proposed issuance and the terms and conditions under which the shares are proposed to be
17 issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall
18 have the rights on the same terms and conditions as is stated in the notice, to acquire such
19 portion of the shares proposed to be issued as the shares held by such Shareholder bears to the
20 total shares issued and outstanding at the time such notice is given, such right to be exercised
21 by giving notice of such election to the Corporation at its registered office. If any Shareholder
22 does not give notice of his election to acquire such shares within such thirty (30) day period, the
23 shares may be issued first to other shareholders, and thereafter to third parties, but only on
24 terms and conditions no more favorable than the terms and conditions stated in the notice to the
25 Shareholders. Except as provided for above, no other pre-emptive rights shall vest in any
26 Shareholder.

ARTICLE 13: LIMITATION OF PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION

None of the Directors of the Corporation shall have any personal liability whatsoever to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty, except liability:

- a. For any breach of the Director's duty of loyalty to the Corporation or its Shareholders;
 - b. For acts or omissions by the Director not in good faith or which involve intentional misconduct or a knowing violation of the law;
 - c. For any transaction from which the Director derived an improper personal benefit.

The Corporation shall have the power to indemnify any officer, director, or employee to the maximum extent permitted by law by express provision in its Bylaws, by agreement, or by majority vote of either its Shareholders or its disinterested Directors.

ARTICLE 14: NONASSESSABILITY

Shares of the Corporation shall not be subject to assessment for payment of any debts of the Corporation.

ARTICLE 15: RIGHT TO AMEND

The Corporation reserves the right to amend, alter, change or repeal any provision of these Articles, in the manner now or hereafter prescribed by law and by these Articles; and all rights and powers conferred herein on Shareholders and Directors are subject to this reserved power except that the Shareholders rights to amend, alter, change, or repeal any provision of these Articles shall supersede and control any such rights reserved in the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator who constitutes the sole incorporator of this Corporation has caused these Articles of Incorporation to be executed on the day and year first above written.

INCORPORATOR:

Brent W. Heaton

CONSENT OF REGISTERED AGENT

I hereby consent to act as the Registered Agent of Integrity Auto Glass, Inc.

REGISTERED AGENT:

Brent W. Heaton

DATE: November 15, 2004