

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

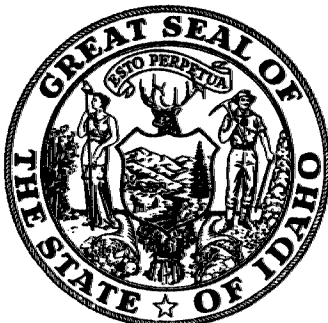
MIGHTY MOTORS INC.

File number C 107383

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: August 19, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF  
MIGHTY MOTORS INC.

94 AUG 19 10 44 AM  
The undersigned natural persons of the age of twenty-one or more, acting as incorporators under the provisions of the Idaho Business Corporation Act (hereafter referred to as the "Act"), adopt the following articles of incorporation:

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19940815  
CK #: 6211  
CUST# 39961  
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100.00

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ARTICLE I

Name

The name of the corporation is: Mighty Motors Inc.

ARTICLE II

Period of Duration

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The purposes for which this corporation is organized are as follows: to engage in the business of sales, inventory, and service and to engage in any and all lawful business; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose or which are incidental thereto or connected therewith; and to conduct its business and carry out that purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not forbidden by law.

ARTICLE IV

Stock Clauses

Section 1: The aggregate number of shares which this corporation shall have authority to issue is 60,000 shares with no par value per share. The corporation shall not have the authority to issue shares in series. Within sixty (60) days after the issuance of any shares, the Board of Directors shall allocate to capital surplus any portion of the consideration received for the shares.

ARTICLE V

Preemptive Rights and Related Matter

Section 1. Statement of Preemptive Rights. Except as hereafter set forth, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to

time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. There shall be no preemptive right to acquire any shares issued to directors, officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shareholders.

Section 2. Prohibition on Issue of Shares. Shares in this corporation shall not be issued for consideration other than money or in payment of a debt of the corporation or work performed for the corporation, without the majority consent of the shareholders.

Section 3. Shareholders Rights Provided By Law. Shareholders shall have such additional rights to shares issued by the corporation as may be provided by the Act.

Section 4. Restrictions on Transfer. The shareholders may adopt bylaws which may regulate and limit shareholder rights to transfer their outstanding stock in the corporation.

## ARTICLE VI

### Provisions for Regulation of the Corporation's Internal Affairs

Section 1. By a vote of more than two-thirds of the shareholders, the duties and powers of the board of directors may be conferred upon the president of the corporation, individually or in conjunction with other officers of the corporation, who shall thereafter control the affairs of the corporation until such time as the shareholders by one-third vote elect to have the corporations affairs conducted by a board of directors.

Section 2. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the board or directors.

Section 3. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its shareholders. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders. The affirmative vote of the holders of two-thirds of the shares outstanding shall be necessary to exercise that power, unless otherwise provided herein. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Act and these articles of incorporation.

Section 4. Transactions in Which Directors are Interested.

A director of this Corporation shall not be disqualified by his office from dealing or contracting with this Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of this Corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that, such interest shall have been disclosed, to the Board of Directors nor shall any director be liable to account to this corporation for any profits realized by or from or through any such transaction or contract of this Corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such contracts in any other manner provided by law.

Section 5. Compensation of Directors. The board of directors shall have the authority to make provision for the reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which the compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

Section 6. Vote Required for Fundamental Changes. The affirmative vote of holders of a two-thirds vote of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- (A) Amendment to the articles of incorporation;
- (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 of the major portion of the property or assets of the corporation;
- (F) Dissolution of the corporation;
- (G) Issuance of common stock (including treasury stock) of the corporation.

Section 7. Cumulative Voting for Directors. Except as otherwise provided in the articles of incorporation, at each election of directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote or to cumulate his votes by giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE VII

### Registered Office and Registered Agent

The address of the initial registered office of this corporation is 570 West Judicial, Blackfoot, Idaho 83221. The name of the initial registered agent of this corporation at that address is Jerry L. Gregersen.

## ARTICLE VIII

### Information on Directors

The initial board of directors shall consist of two members. The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) be elected and qualify are as follows: Jerry L. Gregersen and Christine Gregersen, 503 North 1200 West, Blackfoot, Idaho 83221.

## ARTICLE IX

### Information on Incorporators

The name and address of the incorporators of this corporation is as follows: Jerry L. Gregersen and Christine Gregersen, 503 North 1200 West, Blackfoot, Idaho 83221.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, execute these articles of incorporation and certify to the truth of the facts herein stated, this 1st day of August, 1994.


  
Jerry L. Gregersen

  
Christine Gregersen

State of Idaho                    )  
  :ss  
County of                        )

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that Jerry L. Gregersen and Christine Gregersen, being the incorporators referred to in the foregoing articles of incorporation, personally appeared before me and swore to the truth of the facts therein stated.

Witness my hand and notarial seal this 17<sup>th</sup> day of August, 1994.

  
NOTARY PUBLIC FOR IDAHO  
Residing at: Blackfoot Idaho  
Commission Expires: 4-11-2000