

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

INDEPENDENT FACTORY WAREHOUSE, INC.

was filed in the office of the Secretary of State on the **Fifth** day of **February**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello** in the County of **Bannock**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **February**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
of
INDEPENDENT FACTORY WAREHOUSE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: The name of this corporation will be:

INDEPENDENT FACTORY WAREHOUSE, INC.

SECOND: The specific business in which the corporation is primarily to engage is that of a warehouse for receiving, distribution and sales of auto parts and accessories.

The general purposes for which said corporation is formed are as follows:

(a) To engage generally in the business of receiving, distributing and selling auto parts and accessories, and in goods, wares and merchandise and real and personal property of all kinds.

(b) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation;

(c) To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof, and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

(d) To engage in any business whatsoever either as principal or as agent or both as a partnership which said corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which said corporation is formed, whether expressly set forth in this **SECOND** paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except as where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

THIRD: The duration of this corporation shall be perpetual from the date of the issuance of the Charter hereof.

FOURTH: The location and post office address of the registered office of the corporation in the State of Idaho is 403 No. Main Street, Suite 14, Pocatello, Idaho.

FIFTH: The number of directors of this corporation shall not be less than three. The number thereof may be changed by an amendment to the By-Laws of this corporation, providing only that such number may not be reduced below three. The names and addresses of the Directors who are appointed, and who shall hold office until the next annual meeting of the shareholders and until their successors are elected, either at an annual or special meeting of the shareholders, are as follows:

H. A. McCain	1133 North Hayes Street Pocatello, Idaho
J. J. Yowell	1146 North Garfield Pocatello, Idaho
VIRGIL R. TOWNSEND	207 South Hayes Pocatello, Idaho

SIXTH: That the shareholders of this corporation shall have pre-emptive rights to subscribe to any issues of shares or securities of this corporation.

SEVENTH: The total number of par value shares is ten thousand (10,000). The aggregate par value of the total authorized number of par value shares is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00). Said shares shall all be common shares with a par value of TEN DOLLARS (\$10.00) per share.

EIGHTH: The names and post office addresses of each of the incorporators, and the number and class of shares for which each subscribes, are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
H. A. McCain	1133 N. Hayes St. Pocatello, Idaho	<u>10</u>
J. J. Yowell	1146 N. Garfield Pocatello, Idaho	<u>10</u>
VIRGIL R. TOWNSEND	207 South Hayes Pocatello, Idaho	<u>10</u>

NINTH: That any stockholder who desires to sell his shares of stock to other than another stockholder, must first offer them for sale to the remaining stockholders; it being the intention hereof to give them preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation stating the terms of the sale, and unless the terms are accepted by any or all other stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing, and such stockholder may thereafter be at liberty to sell his shares of stock to other than existing stockholders.

We, the undersigned, being each of the incorporators hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Idaho, do make this certificate

hereby declaring and certifying that the facts herein
stated are true, and accordingly set our hands this
4th day of February, 1963.

H. A. McCain
H. A. McCain

J. J. Yowell
J. J. Yowell

Virgil R. Townsend
Virgil R. Townsend

* * *

STATE OF IDAHO)
COUNTY OF Sannock ss.

On this 4th day of February, 1963,
before me, the undersigned, a Notary Public in and
for said County and State, personally appeared
H. A. McCain, J. J. Yowell and Virgil R. Townsend
known to me to be the persons whose names are subscribed
to the foregoing ARTICLES OF INCORPORATION, and acknowl-
edged to me that they executed the same.

WITNESS my hand and official seal.

E. C. Sarsley

NOTARY PUBLIC
In and for said County and State