



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

JEN-RATH CO., INC.

was filed in the office of the Secretary of State on the **seventeenth** day of **May** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ duly recorded on ~~film No. microfilm~~ 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 **Nampa, Idaho** in the County of **Canyon**

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 **17th** day of **May**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

1 ARTICLES OF INCORPORATION

2 OF

3 JEN-RATH CO., INC.
4

5 KNOW ALL MEN BY THESE PRESENTS: That we, FRED C. RATHBONE,
6 TERRY JENSEN, and MICHAEL B. SWEET, of the State of Idaho, and all
7 being citizens of the United States of America, and all being of
8 full age, do, under and in pursuance of the general incorporation
9 laws of the State of Idaho, hereby voluntarily associate ourselves
10 together, and such other persons as hereafter become associated
11 with us, into a body politic and corporate, to carry on the busi-
12 ness and for the purposes hereinafter named:

13 I.

14 The name of this corporation shall be JEN-RATH CO., INC.

15 II.

16 The purposes for which this corporation is formed are as
17 follows, to-wit:

- 18 (a) To carry on the business of leasing automobiles and
19 all forms of vehicles and equipment and all of the
20 business necessary and incidental thereto.
- 21 (b) To further carry on the business of buying and sell-
22 ing automobiles, vehicles, equipment and mobile
23 homes and all the business necessary and incidental
24 thereto.
- 25 (c) To have and use a corporate seal which may be altered
26 at pleasure.
- 27 (d) To receive, acquire, hold, purchase, dispose of,
28 convey, mortgage, and/or lease real and personal
29 property; to dispose of, sell, lease, assign,
30 transfer, mortgage and/or convey any rights, privi-
31 leges, franchises, real or personal property of
32 the corporation, other than its franchise of being
a corporation, and to acquire, purchase, guarantee,
hold, mortgage, own, vote, sell, pledge and/or
otherwise dispose, deal in shares, bonds, securities
and debentures and other evidences of indebtedness
of other corporations, domestic or foreign.
- (e) To appoint such officers, employees and agents
as the business of the corporation may require
and to allow them compensation.

- 1 (f) To enter into contracts or obligations of any kind
2 or type essential, necessary or proper to the
3 transaction of its ordinary affairs or for the
4 purposes of the corporation.
- 5 (g) To conduct business in the State of Idaho or other
6 states and territories of the United States and in
7 foreign countries and to have one or more offices
8 and places of business in or out of the State of
9 Idaho, to to acquire, receive, hold, purchase, lease,
10 mortgage, dispose of an/or convey real and personal
11 property situate within or without the State of
12 Idaho.
- 13 (h) To apply for, acquire, hold, use, own, operate,
14 dispose of by sale or otherwise, mortgage, hypo-
15 thecate, lease and/or sell and grant licenses in
16 respect of patents, trademarks, trade names, in-
17 ventions, improvements, processes, copyrights and
18 licenses therefor.
- 19 (i) To execute, issue, and negotiate promissory notes,
20 bills of exchange, bonds, debentures, negotiable
21 instruments, securities and other obligations of
22 this corporation, and to secure any of the same by
23 pledge, mortgage, deeds of trust, or other hypo-
24 thecation of any or all of the property of the
25 corporation.
- 26 (j) In connection with the carrying on of the business
27 of the corporation, to lend and advance money,
28 credit, property of the corporation, and to render
29 aid by guarantee or any other manner gratuitously
30 or on such terms as may seem expedient, on open
31 account, secured or unsecured, to any person, firm
32 association or corporation.
- (k) To purchase, subscribe for or otherwise acquire,
own, manage, hold, use, operate, lease, mortgage,
hypothesize, pledge, exchange, assign, transfer,
sell or otherwise dispose of immovable and movable
property of every kind and description, including
shares of stock, bonds, indentures, notes, evidences
of indebtedness and other securities, contracts or
obligations of this or any other corporation,
association or firm, and to pay therefor in whole
or in part in cash, or by exchanging therefor stocks,
bonds, or other evidence of indebtedness or secur-
ities, of this or any other corporation, and to re-
ceive, collect and dispose of the interest, divi-
dends, and income arising from such property and
to possess and exercise in respect thereof, all the
rights, powers and privileges of ownership, in-
cluding all voting powers of any stocks or other
securities so owned, controlled, managed, or
operated.
- (l) To do generally any and all things necessary or
proper in carrying on the business of the corpora-
tion, and to enter into, make, perform and carry
out contracts, leases and franchises of every kind
and nature relating to or connected with the
business or any phase thereof in which the corpora-

tion may be or is from time to time engaged upon, and to do everything necessary, proper or useful for the accomplishment of the objectives and principles herein enumerated, or necessary, proper or convenient to the benefit of the corporation for the furtherance of its business propositions.

- (m) The foregoing purposes specified herein shall be construed both as purposes and powers, and shall be in nowise limited or restricted by reference to, or inference from the terms of any other clauses in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner, the meaning of the general terms or of the general powers of the corporation.

III.

The principal place of the transaction of business of this corporation and its post office address and registered offices shall be at Highway 30 West, Route 5, Nampa, Idaho, but the corporation may establish and maintain such subordinate and branch offices as may be hereafter decided or determined upon by the corporation, by or through its Board of Directors, whether in the State of Idaho or such other states or places as may from time to time be determined.

IV.

That the period for which this corporation shall exist shall be perpetually from and after the date of filing these Articles of Incorporation.

V.

That the total authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into ONE THOUSAND (1,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each per share, all of equal classification, without priority one over the other, and fully paid and non-assessable.

VI.

The name and post office address of each of the incorporators and the number of shares subscribed by each subscriber and the

1 par value thereof is as follows:

2	<u>NAME</u>	<u>P.O. ADDRESS</u>	<u>NO.</u> <u>SHARES</u>	<u>PAR VALUE</u> <u>PER SHARE</u>
3	Fred C. Rathbone	104 East Main Street Weiser, Idaho	1	\$100.00
4	Terry Jensen	Highway 30 West, Rt. 5 Nampa, Idaho	1	\$100.00
5	Michael B. Sweet	P. O. Box 587 Weiser, Idaho	1	\$100.00
6				
7				

8 VII.

9 The manner, time and place of holding the general annual
10 meeting, adjourned meetings and special meetings of the stock-
11 holders and of the directors of this corporation, and the method
12 of conducting the business of this corporation, shall be provided
13 by the By-Laws hereinafter to be adopted by this corporation.

14 IN WITNESS WHEREOF, the undersigned have hereunto set their
15 hands and seals this 16th day of May, 1973.

16 Terry Jensen
17 Michael B. Sweet
18

19 STATE OF IDAHO }
20 County of Washington } ss

21 On this the 16th day of May, 1973, before me, the under-
22 signed, a Notary Public in and for said State, personally appeared
23 FRED C. RATHBONE, TERRY JENSEN and MICHAEL B. SWEET, known to me to
24 be the persons whose names are subscribed to the foregoing instru-
25 ment, and acknowledged to me that the executed the same.

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

29 Irvin Strong
30 Notary Public for Idaho
31 Residing at Weiser, Idaho
32