



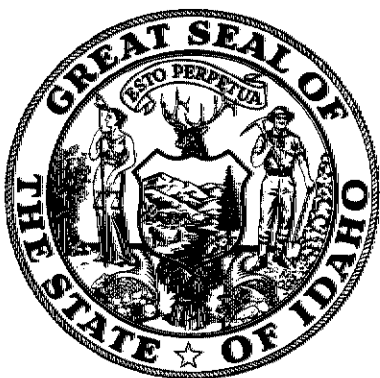
CERTIFICATE OF INCORPORATION
OF

IDAHO TIRE DISTRIBUTORS, INC.

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 15, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
IDAHO TIRE DISTRIBUTORS, INC.

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is IDAHO TIRE DISTRIBUTORS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized, is to do the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares, which the corporation shall have authority to issue, is THREE HUNDRED THOUSAND (300,000). All shares are to be of one class with a par value of TEN AND NO/100ths (\$10.00) Dollars per share.

FIFTH: The sale of stock of the corporation, after the original issue of stock, is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on

1 the books of the corporation, may transfer them. Should the
2 corporation not have the funds to buy the shares or should it
3 deem it undesirable to purchase them for any other reason,
4 other existing shareholders shall have the option for an
5 additional thirty (30) days of purchasing the shares at the
6 price set by the seller in proportion to the number of shares
7 then held by said shareholder. If not exercised within this
8 time, any sale to third persons shall be valid. Should the
9 corporation not take stock, then;

10 A stockholder who desires to sell his shares of stock
11 he must then first offer them for sale to the remaining stock-
12 holders, it being the intention to give them a preference in the
13 purchase of such shares, and any attempted sale in violation of
14 this provision is null and void.

15 A stockholder desiring to sell his stock shall file notice
16 in writing of his intention with the secretary of the corpora-
17 tion, stating the terms of sale, and unless his terms are accepted
18 by any or all of the other stockholders within thirty (30) days
19 thereafter, they shall be deemed to have waived their privilege
20 of purchasing and he will be at liberty to sell to anyone else.


21 SIXTH: The address of the initial registered office of the
22 corporation is Strand Residence, 3-SI Subdivision,
23 Challis, Idaho
Challis Creek Road, and the name of its initial
24 registered agent is SPENCER STRAND at such address.

25 SEVENTH: The number of directors constituting the initial
26 board of directors of the corporation, is Three (3),
27 and the names and addresses of the persons who are
28 to serve as directors until the first annual meeting

1 of shareholders or until their successors are elected
2 and shall qualify are: Dannie A. Strand, P.O. Box 819,
3 Challis, Idaho 83226; Spencer D. Strand, P.O. Box 819,
4 Challis, Idaho 83226; and, JOHN C. GALLAGHER, P.O. Box
5 819, Challis, Idaho 83226.

6 EIGHTH: The name and address of each incorporator is Dannie A.
7 Strand, P.O. Box 819, Challis, Idaho 83226; Spencer
8 D. Strand, P.O. Box 819, Challis, Idaho 83226; and,
9 John C. Gallagher, P.O. Box 819, Challis, Idaho 83226.

10 Dated this 1st day of August, 1986.

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13 DANNIE A. STRAND

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15 SPENCER D. STRAND

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17 JOHN C. GALLAGHER
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