



## 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

*Boise Spring Works, Inc.*

was filed in the office of the Secretary of State on *December 29th*, 19 *78*

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 *Boise, Idaho* in the county of *Ada*

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 *29th* day of *December*, A.D., 19 *78*

**Pete T. Cenarrusa**

Secretary of State

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

OF

BOISE SPRING WORKS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is Boise Spring Works, Inc.

SECOND

This corporation is formed and organized to engage in the general business of the manufacture, repair, sale, purchase, and installation of automotive springs and related items, general machine shop work, and/or such other business as the Board of Directors may from time to time determine, and shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may from time to time be amended.

THIRD

The corporation is to have perpetual existence.

FOURTH

The location and post office address of the registered office of the corporation is 1618 Front Street, P. O. Box 3213, Boise, Idaho 83703, and the name of the registered agent of the corporation who may be found at that address is Carl William Borup.

FIFTH

The amount of the capital stock of this corporation shall be, and is 25,000 shares of common stock at par value of \$1.00

each, making an aggregate stock of \$25,000, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

#### SIXTH

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George B. Borup	P. O. Box 3213, Boise, Idaho 83703
Carl William Borup	P. O. Box 3213, Boise, Idaho 83703
Burke A. Borup	P. O. Box 3213, Boise, Idaho 83703

#### SEVENTH

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George B. Borup	P. O. Box 3213, Boise, Idaho 83703
Carl William Borup	P. O. Box 3213, Boise, Idaho 83703
Burke A. Borup	P. O. Box 3213, Boise, Idaho 83703

#### EIGHTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### NINTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. In case of any

increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

#### TENTH

Stockholders of the corporation shall not have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations of the corporation convertible into stock.

#### ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors after authorization by the shareholders pursuant to Section 30-145, Idaho Code, upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

#### TWELFTH

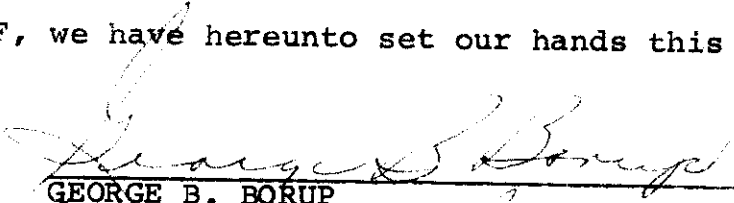
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any

meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the bylaws of the corporation and to adopt new bylaws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these articles, in the manner now or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of December, 1978.

  
\_\_\_\_\_  
GEORGE B. BORUP

  
\_\_\_\_\_  
CARL WILLIAM BORUP

  
\_\_\_\_\_  
BURKE A. BORUP

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

On this 27th day of December, 1978, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE B. BORUP, CARL WILLIAM BORUP, and BURKE A. BORUP, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of 18 years and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year first above written.

  
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NOTARY PUBLIC FOR IDAHO  
Residence: Boise, Idaho