

**FILED/EFFECTIVE**

**MAY 10 12 33 PM '01**

**ARTICLES OF INCORPORATION**

**FOR**

**SECRETARY OF STATE  
STATE OF IDAHO**

**BOISE CLUTCH AND AUTOMOTIVE, 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 we hereby certify that:

**ARTICLE I**

NAME. The name of this Corporation shall be Boise Clutch and Automotive, Inc.

**ARTICLE II**

COMMON STOCK CORPORATION. This Corporation is a common stock corporation.

**ARTICLE III**

DURATION. The period of duration for Boise Clutch and Automotive, Inc., shall be perpetual.

**ARTICLE IV**

PURPOSE AND INITIAL BUSINESS. The purpose for which this corporation is organized is the transaction of any and all lawful business for which a corporation may be formed under the laws of the state of Idaho. The purposes and objects for which this Corporation is initially formed are to engage in automotive repair and the sale of related products.

**ARTICLE V**

REGISTERED OFFICE AND REGISTERED AGENT. That the location and post office address of the initial registered office of this Corporation

**IDAHO SECRETARY OF STATE**

**05/10/2001 09:00  
CX: 2007 CT: 144263 DH: 396424**

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in the state of Idaho, and its initial registered agent shall be as follows:

- 9615 Fairview Avenue, Boise, ID 83704
- Jeffery Michael Maxey - Agent

#### ARTICLE VI

CAPITAL STOCK. That the capital stock of this Corporation shall consist of 100 shares of common stock, having a par value of \$1.00 per share and an aggregate par value of \$1.00; each of the shares shall be non-assessable when fully paid for. The capital stock of this Corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this Corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the By-Laws of the Corporation, and all restrictions relative to the transfer of shares of stock of the Corporation shall be noted on the stock certificate issued by the Corporation.

#### ARTICLE VII

INCORPORATORS. That the name and post office address of each of the Incorporators, and the number of shares of the capital stock of this Corporation described in the preceding paragraph, subscribed to each is as follows:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
Todd James Breier	10575 N. Bridle Boise, ID 83703	50
Jeffery Michael Maxey	1235 W. Wheat Street Kuna, ID 83634	50

#### ARTICLE VIII

DIRECTORS. That there shall be two (2) members of the initial Board of Directors whose names and addresses are as follows:

Todd James Breier 10575 N. Bridle, Boise, ID 83703

Jeffery Michael Maxey 1235 W. Wheat Street, Kuna, ID 83634

NUMBER OF DIRECTORS: The number of persons to serve on the Board of Directors shall be fixed by the By-Laws, but in no case shall the number be less than two or more than five. The Directors need not be Stockholders of the Corporation unless so required by the By-Laws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the 10<sup>th</sup> of June each year, or such other day as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may elect such officers as the By-Laws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the By-Laws may provide.

#### ARTICLE IX

AMENDMENTS. That the right and power to adopt, repeal, alter, rescind, and amend the By-Laws of this Corporation and to adopt new By-Laws is hereby expressly conferred upon the Board of Directors of this Corporation as provided by Title 30 of the Idaho Code.

#### ARTICLE X

PRIVATE PROPERTY. The private property of the Stockholders, Directors, Officers, employees and/or agents of the Corporation shall be forever exempt from all corporate debts in any amount and to any extent whatsoever.

#### ARTICLE XI

AMENDMENTS. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Amendment to these Articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

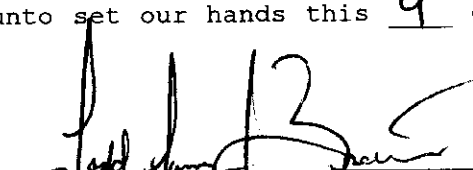
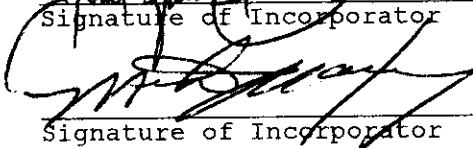
#### ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party by reason of him or her being, or having been, a Director or Officer of the Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such Officer or Director and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation.

#### ARTICLE XIII

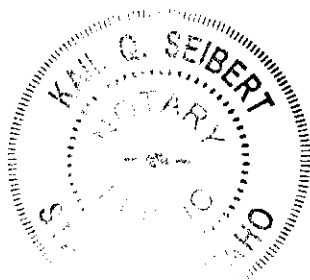
FISCAL YEAR. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.


IN WITNESS WHEREOF, we have hereunto set our hands this 9 day  
of ~~April~~ <sup>MAY</sup>, 2001.

  
\_\_\_\_\_  
Signature of Incorporator  
  
\_\_\_\_\_  
Signature of Incorporator

STATE OF IDAHO     )  
                          ): ss.  
COUNTY OF ADA     )

I hereby certify that on this 9<sup>th</sup> day of May, 2001, personally  
appeared before me Todd James Breier, who, being by me first duly sworn,  
declared that they are the incorporators of Boise Clutch and Automotive,  
Inc. and that the statements therein contained are true to the best of  
their information and belief.

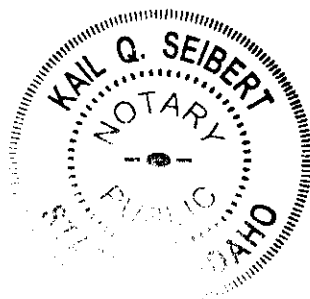



  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at: Ada County  
My commission expires: 3-29-07

STATE OF IDAHO     )  
                          ): ss.  
COUNTY OF ADA     )

I hereby certify that on this 9<sup>th</sup> day of May, 2001, personally  
appeared before me  
STATE OF IDAHO     )  
                          ): ss.  
COUNTY OF ADA     )

I hereby certify that on this 9<sup>th</sup> day of May, 2001, personally  
appeared before me Jeffery Michael Maxey, who, being by me first duly  
sworn, declared that they are the incorporators of Boise Clutch and  
Automotive, Inc. and that the statements therein contained are true to  
the best of their information and belief.



  
\_\_\_\_\_  
Notary Public for State of Idaho  
Residing at: Ada County  
My commission expires: 3-29-07