

ARTICLES OF INCORPORATION

OF

P & T TOUCH-UP, INC.

\* \* \* \* \*

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "P & T Touch-Up, Inc."

ARTICLE II

The Corporation's purposes are to conduct whatever business or to perform whatever actions are allowed by the State of Idaho for profit corporations.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 868 Elm Street North, Twin Falls, Idaho. That Patrick J. McMillen shall be the registered agent, whose address is 868 Elm Street North, Twin Falls, Idaho.

IDAHO SECRETARY OF STATE

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STATE OF IDAHO

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 10,000 shares. Said shares shall have no par value.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Patrick S. McMillen	868 Elm Street North, Twin Falls, ID	100
Tina E. McMillen	868 Elm Street North, Twin Falls, ID	100

ARTICLE VII

(A) The Board of Directors shall consist of two (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Patrick S. McMillen  
868 Elm Street North  
Twin Falls, Idaho 83301

Tina E. McMillen  
868 Elm Street North  
Twin Falls, Idaho 83301

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

#### ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the 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

are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

**IN WITNESS WHEREOF,** We have hereunto set our hands and seals this \_\_\_\_ day of May, 1999.

  
\_\_\_\_\_  
Patrick S. McMillen

  
\_\_\_\_\_  
Tina S. McMillen  
E.

**P & T Touch-Up, Inc.**  
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STATE OF IDAHO )  
County of Twain Falls ) SS.

On this 28<sup>th</sup> day of May, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared **Patrick S. McMillen**, and **Tina E. McMillen**, known to me to be the incorporators of **P & T Touch-Up, Inc.**, who executed the foregoing instrument.

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

Margie B. Hurston  
Notary Public for State of Idaho  
Residing at Twain Falls, Id., therein.  
Commission Expires: 11/07/2002