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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

RITE-WAY AUTO SALES, 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: April 2, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl Reeves

ARTICLES OF INCORPORATION OF

RITE-WAY AUTO SALES, INC.

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SECRETARY OF STATE

We, the undersigned natural persons of the age of twenty-one (21) years, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I. NAME. RITE-WAY AUTO SALES, INC. is the name of this corporation.

ARTICLE II. DURATION. The duration of RITE-WAY AUTO SALES, INC. will be perpetual, or until dissolved according to law.

ARTICLE III. PURPOSES. The purposes for organizing RITE-WAY AUTO SALES, INC. are as follows:

(A) To provide automobile sales and repair services based in Twin Falls County, Idaho and exercising all attendant corporate powers.

(B) To transact any or all lawful business for which corporations may be incorporated under the Idaho Code.

(C) To engage anywhere in any lawful business or activity which may be authorized by the board of directors.

(D) To do all things to the same extent and as fully as natural persons might do or could do in the State of Idaho or in any other state, country or place, including entering into joint ventures, partnerships or other arrangements with individuals or corporations.

ARTICLE IV. AUTHORIZED SHARES. RITE-WAY AUTO SALES, INC. has authority to issue 10,000 shares, each share having a par value of \$1.00. All shares shall be voting common stock of one (1) class.

Each share shall participate equally in the earned surplus and dividends of the Corporation as well as share equally in the distribution of the assets of the Corporation upon dissolution and termination. The initial authorized capitalization shall be \$10,000.00.

ARTICLE V. PREEMPTIVE RIGHT. Shareholders have the preemptive right to acquire additional shares of the corporation.

ARTICLE VI. STOCK TRANSFER RESTRICTIONS. The stock of the corporation is subject to provisions restricting the transfer of shares as provided for in the bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE. The initial registered office is located at ^{695 Commercial} ~~695 Commercial~~, Twin Falls, Idaho 83301. The board of directors may establish an office or offices in any other place. Meetings of the board of directors may be held and the business of RITE-WAY AUTO SALES, INC. may be transacted at any place, worldwide, without restriction.

ARTICLE VIII. INITIAL REGISTERED AGENT. The initial registered agent is K. LaRay Greene, ⁸³³⁰¹ ~~388 Bob Barton Road, Jerome,~~ ^{695 Commercial} ~~Idaho 83338.~~ ^{Twin Falls}

ARTICLE IX. ACKNOWLEDGEMENT BY REGISTERED AGENT. I, K. LaRay Greene, hereby acknowledge my appointment as the initial registered agent of RITE-WAY AUTO SALES, INC. and verify that I am a resident of the State of Idaho.

K. LaRay Greene
K. LaRay Greene
REGISTERED AGENT

STATE OF IDAHO)
 : ss
 COUNTY OF JEROME)

I, K. LaRay Greene, a Notary Public, hereby certify that K. LaRay Greene, whose identity was proven to me by written documentation in the form of K. LaRay Greene, after having been duly sworn, declared that he signed above as Registered Agent of RITE-WAY AUTO SALES, INC., and that the statements contained herein are true.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 2nd day of April, 1992.

Larry O. Rees
 NOTARY PUBLIC

RESIDING IN:

MY COMMISSION EXPIRES:

ARTICLE X. FIRST DIRECTORS AND OFFICERS. The initial board of directors consists of three (3) persons. The names and addresses of the directors and officers of RITE-WAY AUTO SALES, INC. are listed below. The directors shall serve until the first annual meeting of stockholders, or until successors are elected and qualify. The officers shall serve until the first annual meeting of directors, or until their successors are elected and qualify.

Jerry L. Tanner, President and Director
 992 N. Oakmont Lane, Provo, UT 84604
 Shirley W. Tanner, Secretary/Treasurer and Director
 992 N. Oakmont Lane, Provo, UT 84604
 J. David Tanner, Vice President and Director
 374 W. 800 S., Orem, UT 84058

ARTICLE XI. INCORPORATION. The name and address of each incorporator of RITE-WAY AUTO SALES, INC. is listed below:

Jerry L. Tanner
 992 N. Oakmont Lane, Provo, UT 84604
 Shirley W. Tanner
 992 N. Oakmont Lane, Provo, UT 84604
 J. David Tanner
 374 W. 800 S., Orem, UT 84058

ARTICLE XII. LIMITATION OF PERSONAL LIABILITY OF DIRECTORS.

Directors of RITE-WAY AUTO SALES, INC. shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except as provided for in Section 30-1-58 Idaho Code. This provision shall not eliminate or limit the liability of a director:

(A) For any breach of the director's duty of loyalty to the corporation or its stockholders.

(B) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(C) Provided for under Section 30-1-48, Idaho Code.

(D) For any transaction from which the director derived an improper personal benefit.

ARTICLE XIII. AMENDMENTS. These Articles of Incorporation may be amended in any respect conformable to the law at any meeting of the stockholders whether general or special by the affirmative vote of a majority of the voting common stock of RITE-WAY AUTO SALES, INC.; provided, that at any special meeting of the stockholders, notice of the intention to propose such amendment shall be given as part of the notice provided herein for special meetings of the stockholders.

ARTICLE XIV. BYLAWS. The board of directors may, but are not required to, adopt such bylaws for RITE-WAY AUTO SALES, INC. as in their judgment may be necessary or advisable, and may amend and repeal the same from time to time. Such bylaws shall not conflict with these Articles of Incorporation, or the Laws or Constitutions

of the State of Idaho.

ARTICLE XV. PAID IN CAPITAL. RITE-WAY AUTO SALES, INC. will not commence doing business until at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE XVI. STOCKHOLDERS NOT RESPONSIBLE FOR THE DEBTS OF THE CORPORATION. The creditors of RITE-WAY AUTO SALES, INC. shall not have recourse on the private property, real or personal, of the stockholders. The stockholders, their personal assets and private property shall not be liable or responsible for the corporation's debts and their shares shall be nonassessible.

DATED this 1st day of April, 1992.

INCORPORATORS

Jerry L. Tanner
Jerry L. Tanner

Shirley W. Tanner
Shirley W. Tanner

J. David Tanner
J. David Tanner

STATE OF UTAH)

: ss

COUNTY OF UTAH)

I, SIDNEY M. B. SANDBERG, a Notary Public, hereby certify that Jerry L. Tanner, Shirley W. Tanner, and J. David Tanner, whose identity was proven to me by written documentation in the form of drivers licenses, after having been duly sworn, declared that they are the signers of the Articles of Incorporation of RITE-WAY AUTO SALES, INC., and that the statements contained therein are true.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 1st day of April, 1992.

Sidney M. B. Sandberg
NOTARY PUBLIC

RESIDING IN:
MY COMMISSION EXPIRES:

