



## 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

GLADY PARKING, INC.

was filed in the office of the Secretary of State on the 1st day of December A.D., One Thousand Nine Hundred Seventy-six and will be /duly recorded on Film Namicrofilm of Record of Domestic Corporations, of the State of Idaho, 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, 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 1st day of December, A.D., 1976.

Pete T. Cenarrusa  
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

CENTURY PARKING, INC.

\* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, citizens of the United States this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be

CENTURY PARKING, INC.

ARTICLE II

The purposes for which this corporation is formed are:

(a) To lease, manage, own and/or operate parking lot facilities and to offer consultation services on the operation of parking lot facilities.

(b) To build, construct, lease or otherwise acquire, maintain, own, utilize and operate buildings, storage houses and garages for the purposes of carrying on the business of the corporation;

(c) To purchase, acquire, own, hold, lease (either as Lessor or as Lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind or description, within or without the State of Idaho, necessary, suitable or useful in connection with any of the objects or purposes herein set forth;

(d) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation;

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided that it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly;

(f) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality of the United States or any foreign country, government or body politic;

(g) To acquire and hold all or any part of the capital stock, assets or good will of any business, or any person firm, association or corporation engaged in any business, in whole or in part, similar or not to that of this corporation, and to hold utilize and in any manner dispose of the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired;

(h) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the monies so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated;

(i) To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association, or other corporation, and in any part of the world; and in carrying on its business and for the purposes of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description; to do such acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform and do or exercise, provided that the same be not inconsistent with the statutes of the State of Idaho;

(j) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions,

colonies and dependencies of the United States of America, and in the District of Columbia and in any or all foreign countries, and to have one or more offices within or outside the State of Idaho;

(k) To carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers and commission merchants, and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's property or rights;

(l) To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect, and to sell, assign or grant licenses or other rights in respect of any trademarks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto;

(m) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

### ARTICLE III

The existence of this corporation shall be perpetual.

### ARTICLE IV

The principal office or place of business of this corporation shall be at Boise, Ada County, Idaho; but the corporation may maintain an office in such towns, cities and places outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation.

#### ARTICLE V

The total amount of the authorized capital stock of this corporation is \$5,000.00, consisting of 5,000 shares of common stock with a par value of \$1.00per share.

#### ARTICLE VI

The members of the governing board of this corporation are styled "Directors", and the Board of Directors shall consist of not less than three (3) members, nor more than seven (7), as may be provided by the By-Laws of the corporation.

#### ARTICLE VII

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders, and each of them, of this corporation shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

#### ARTICLE VIII

The name and post office address of each of the incorporators signing these Articles of Incorporation, and the number of shares of stock subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
William L. Killian	335 West Ustick Meridian, Idaho 83642	One
Jack T. Killian	1101 E. Walnut Street El Segundo, California	One
James R. Killian	801 6th Street Umatilla, Oregon 97882	One

#### ARTICLE IX

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares

of the capital stock of this corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 1st day of December, 1976.

William L. Kellian

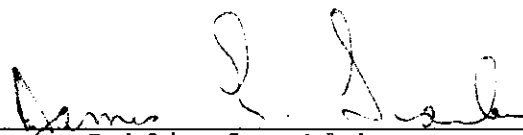
James R. Kellian

Jack T. Kellian

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 20<sup>th</sup> day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM L. KILLIAN, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

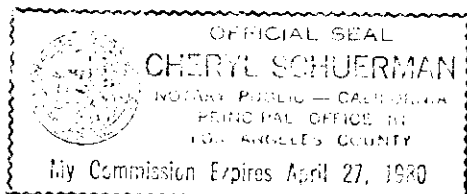
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission expires \_\_\_\_\_

STATE OF CALIFORNIA )  
 ) ss.  
County of Los Angeles )

On this 14 day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared JACK T. KILLIAN, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

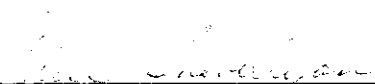


  
\_\_\_\_\_  
Notary Public for California  
Residing at Los Angeles  
My Commission expires April 27, 1980

STATE OF OREGON )  
 ) ss.  
County of Umatilla )

On this 7 day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES R. KILLIAN, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

  
\_\_\_\_\_  
Notary Public for Oregon  
Residing at Umatilla  
My Commission expires: 9/15/80