



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

T-W, INC.

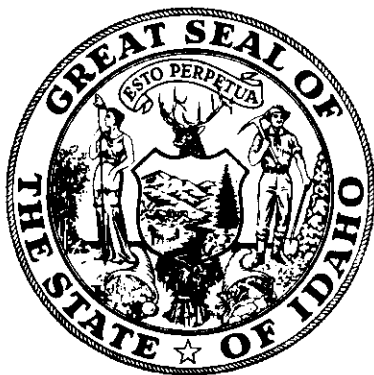
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

T-W, INC.

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 9, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF

T-W, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is T-W, Inc.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is primarily organized is the purchase and sale of tires and related products; but the corporation shall also have the unlimited purpose and power to transact any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is One Thousand Shares (1,000) of common stock, with a par value of \$50.00 per share.

ARTICLE V.

There shall be no provisions denying preemptive rights of shareholders.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are:

1. All decisions of the shareholders or the Board of Directors shall be by majority of a valid quorum, as defined in the By-Laws.

2. Only shareholders may serve on the Board of Directors, and only shareholders may be appointed to corporate office, meaning the office of president, vice-president, secretary or treasurer.

Articles of Incorporation

3. Shareholders shall not transfer stock to any party without first giving to the corporation and then to the other shareholders on a pro-rata basis, the right to purchase the stock on the same terms and conditions as the proposed transfer to the third party. The exact terms and conditions of this "right of first refusal" shall be more particularly defined in the By-Laws.

4. Stock issued by the corporation shall not be transferable except by the corporation and shall not be otherwise pledged or assigned by shareholders for any indebtedness of the shareholders or otherwise, and shall bear such legend on the stock certificate, and only a shareholder may exercise the proxy of another shareholder at any shareholders' meeting.

5. The Board of Directors shall serve without compensation; however, this shall not prevent members of the Board of Directors to be reimbursed for reasonable and necessary expense expended on behalf of the corporation which were either approved in advance by the Board of Directors or ratified by the Board of Directors after the fact. However, this shall not be construed so as to prevent the corporation from hiring a member of the Board of Directors as an employee and compensating him for such services.

#### ARTICLE VII.

The address of the initial registered office of the corporation is: 2555 South Overland Avenue, Burley, Idaho 83318, and the name of its initial registered agent at such address is Larry L. Winn.

#### ARTICLE VIII.

The number of the Directors constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


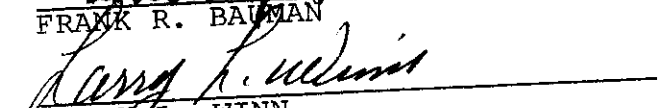
<u>NAME</u>	<u>ADDRESS</u>
Frank R. Bauman	2444 Burton Ave. Burley, Idaho 83318
Larry L. Winn	537 West 39th Burley, Idaho 83318
Golden M. Teeter	2208 Mona Heyburn, Idaho 83336

ARTICLE IX.

Names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Frank R. Bauman	2444 Burton Ave. Burley, Idaho 83318
Larry L. Winn	537 West 39th Burley, Idaho 83318

DATED this 1<sup>st</sup> day of April, 1980.

  
 FRANK R. BAUMAN  
  
 LARRY L. WINN