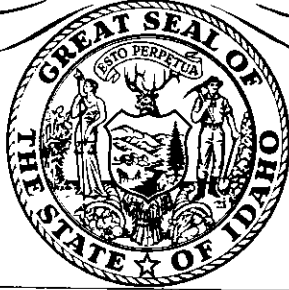


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ZOLLINGER'S SERVICE, INC.

was filed in the office of the Secretary of State on the **Third** day of **December**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **121** 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

Declo in the County of **Cassia**

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 **3rd** day of **December**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

ZOLLINGER'S SERVICE, INC.

*

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The undersigned natural citizens of the age of twenty-one years or more, citizens of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation, hereinafter referred to as the "corporation", under the provisions of the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I.

Name

The name of the Corporation is ZOLLINGER'S SERVICE, INC.

ARTICLE II.

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purposes and Powers

Section 1. Purposes. The purposes for which the Corporation is organized are as follows:

Clause (a). To do a general automobile service station business and to buy, sell and deal in, at wholesale and retail, new and used automobiles, automobile accessories and supplies, hardware, sporting goods, and any and all products of every kind and character used, handled or sold in connection with those above numerated and the business hereinafter specified.

Clause (b). To acquire by purchase, lease or otherwise, lands of any and every description and other interests therein; to improve and hold lands for investment purposes; to construct improvements upon lands owned by the corporation, or held under leasehold or otherwise, to deal in lands, buying and selling

real estate of any description; to deal in leasehold estates and other estates in land less than the fee thereof; to sublet real property of every kind and character and to relet and underlet any and all such real property; to engage in the business of subdividing lands and to hire, buy, sell and deal in any and all classes of real estate and improvements thereon and interest therein; to act as agent or broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description; to borrow money and incur indebtedness with or without security; to sell or exchange the capital stock of the corporation hereby created or any part thereof; to acquire the capital stock of other corporations or any other property rights or franchises, and generally to engage in the business of financing any lawful enterprise in any lawful way.

Clause (c). Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Clause (d). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any State, territory, District or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in Section 30-114 of the Idaho Code.

Section 3. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific powers:

Clause (a). Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the Purposes set forth in Section 1 of this Article, and such as are not repugnant to law.

Clause (b). To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

Clause (c). To Act as Agent. To act in the State of Idaho and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

Clause (d). To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Clause (e). To Deal in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Clause (f). To Deal in Securities, Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

Clause (g). To Deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

Clause (h). To Deal in Charters, licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the Purposes set forth in Section 1 of this Article, including, but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities, or other personal property of all kinds.

Clause (i). To Deal in Inventions, Copyrights and Trade-marks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trade-marks and applications therefor, and trade names and applications therefor.

Clause (j). To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

Clause (k). To Enter into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such Purposes.

Clause (l). To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Clause (m). To Execute Guarantees. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in Section 1 of this Article.

Clause (n). To Borrow Funds. To borrow or raise moneys for any of the Purposes of the Corporation set forth in Section 1 of this Article and, from time to time, without limit as to amount, to execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

Clause (o). To Lend Funds Generally. To lend money for any of the Purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

Clause (p). To Lend Funds to Employees. To lend money to, and otherwise assist, its employees, other than its officers and directors; but to make no loans secured by the shares of the Corporation.

Clause (q). Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

Clause (r). Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the Corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

Clause (s). Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 4. No Construction of Powers as Purposes. The Powers enumerated in Sections 2 and 3 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article.

Section 5. Direction of Purposes and Exercise of Power by Directors. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the Purposes set forth in Section 1 of this Article, and to exercise the Powers set forth in Sections 2 and 3 of this Article, without previous authorization or subsequent approval by the Shareholders of the Corporation; and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors.

Section 6. Limiting Clause. Nothing in this Article contained shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE IV.

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares with No Par Value.

ARTICLE V.

Initial Consideration for Issuance of Shares

The Corporation will not commence business until at least One Thousand Dollars has been received as consideration for the issuance of shares.

ARTICLE VI.

Pre-emptive Rights

Section 1. Rights of Holders of Common Stock. The holders from time to time of the Common Stock of the Corporation shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions (including adjustments of such cash or fractional shares as may be necessary to avoid the issue of fractional shares), as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation (a) as may be authorized from time to

time over and above the 100 shares of Common Stock authorized by the original Articles of Incorporation of the Corporation, or (b) as may be shares held in the Treasury of the Corporation, from time to time, whether derived from such original 100 shares, or from shares thereafter authorized. Such pre-emptive right shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE VII.

Address of Initial Registered Office and Name of Initial Registered Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation is Declo, Idaho.

ARTICLE VIII.

Data Respecting Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members, who need not be residents of the State of Idaho, or shareholders of the Corporation.

Section 2. Names and Addresses. 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 have been elected and qualified, follow:

<u>Name</u>	<u>Address</u>
Clayne S. Zollinger	Route #1, Rupert, Idaho
Joy A. Zollinger	Route #1, Rupert, Idaho
Clayton A. Bryan	Albion, Idaho

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law fixing the number of directors, the number shall be three.

ARTICLE IX.

Data Respecting Incorporators

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

<u>Name</u>	<u>No. of Shares</u>	<u>Address</u>
Clayne S. Zollinger	1	Route #1, Rupert, Idaho
Joy A. Zollinger	1	Route #1, Rupert, Idaho
Clayton A. Bryan	1	Albion, Idaho

EXECUTED this 30th day of November, 1962.

Clayne S. Zollinger
Clayne S. Zollinger

Joy A. Zollinger
Joy A. Zollinger

Clayton A. Bryan
Clayton A. Bryan

STATE OF IDAHO)
) ss
County of Minidoka)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that Clayne S. Zollinger, Joy A. Zollinger and Clayton A. Bryan, being all of the incorporators referred to in Article IX of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and notarial seal this 30th day of November, 1962.

(Seal)

Leis E. Stephenson
Notary Public
Residing at Rupert, Idaho
My Commission Expires 12/1/65
