

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PANHANDLE POWERWASH, 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: December 30, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

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## ARTICLES OF INCORPORATION

OF

PANHANDLE POWERWASH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens of the United States of America, and residents thereof, do hereby voluntarily associate ourselves for the purpose of forming a corporation pursuant to §30-1-4, Idaho Code, and all acts supplemental thereto and amendatory thereof, and do hereby adopt and certify the following Articles of Incorporation:

### ARTICLE I

#### NAME

The name of the corporation shall be PANHANDLE POWERWASH, INC. The registered agent shall be JOSEPH B. PIPPENGER, whose residence address is 1130 Ellis Avenue, Orofino, Idaho 83544.

### ARTICLE II

#### LOCATION AND ADDRESS

The principal office for the transaction of business of this corporation is to be located in the City of Orofino, State of Idaho, at 1130 Ellis Avenue, Orofino, Idaho 83544.

### ARTICLE III

#### DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

## ARTICLE IV

### PURPOSES

The purposes for which this corporation is formed are and shall be: anywhere in the United States and its territories and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses and activities, to wit:

1. To carry on and conduct a general business involving sale, installation and repair of any and all goods of a consumer or commercial nature. Said business purpose shall include but is not limited to the sale, installation, repair and servicing of steam cleaning, pressure cleaning or heating equipment, together with related components.

2. To operate, maintain, and function as a self service or automated vehicle washing business for commercial or consumer purposes which business shall include the sale of all components related thereto and used in conjunction with said business. Such business purpose shall encompass vehicle washing facilities of all types, whether at a fixed location or mobile, commercial, industrial or consumer oriented.

3. To establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise acquire, operate or dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles that

shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

4. To create, manufacture, market, and distribute, goods, services, or rights which are now, or shall be in the future, subject to being copyrighted or patented.

5. To finance the sale or purchase of any and all items hereinabove specified and to purchase existing contracts for the same thereof.

6. To buy, sell, deal in, exchange or otherwise acquire or dispose of any part or all of the capital stock or assets of any corporation, partnership, or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership, or sole proprietorship.

7. To engage in the purchase, sale, rental or lease of real property for speculative and investment purposes, including the realization of pecuniary profit, and the operation of any and all legitimate business activity on said real estate, and to execute contracts or receive assignments of contracts relating to this or any other purpose hereinabove set forth.

8. To borrow or raise money for any of the business purposes of the corporation, and, from time to time, without limit as to the amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness for any of the objects of purposes of the corporation, and to secure payment of any

thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

9. To have one or more offices, to carry on all or any of its operations and businesses, and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, convey or otherwise dispose of such real and personal property as the purposes of this corporation may require, in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

10. To engage in any of the activities enumerated herein either alone or in conjunction with other persons, firms or corporations by joint lease, joint venture, or other forms or joint enterprise.

11. In general to carry on any other business whatsoever in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of Idaho, to execute from time to time general or special powers of attorney to persons, firms, associations or corporations, either in the United States or in any other country, state or locality, and to revoke the same as and when the board of directors may determine, and to do any and

all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent object and purposes.

#### **ARTICLE V**

##### **POWER**

This corporation shall have the power, authority, and capacity as follows:

- A. It shall have the capacity to act possessed by natural persons, but it shall have the authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;
- B. Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114 Idaho Code, it is hereby provided that such corporation shall have authority:
  1. To have succession by its corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.
  2. To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.
  3. To have and use a corporate seal which may be

altered at pleasure.

4. To receive, acquire, hold, purchase, dispose of convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, , transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
6. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars (\$20.00) for any one offense.
7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.
8. To enter into contracts or obligations of any type or kind essential, necessary, or proper to the

transaction of its ordinary affairs, or for the purposes of the corporation.

9. To conduct business in this State and to acquire, receive, hold, purchase, lease,; mortgage, dispose of, and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its Articles of Incorporation.
10. To do all acts as are necessary and expedient to accomplish its stated purposes.

## ARTICLE VI

### AMOUNT OF CAPITAL STOCK

The total authorized number of shares of stock is Five Thousand (5,000) each. Each share shall have a par value of One Hundred Dollars (\$100.00). The aggregate par value of the total authorized stock is Five Hundred Thousand Dollars (\$500,000.00). Each share shall be common stock, there shall be no preferred stock, and each share shall have one (1) vote.

## ARTICLE VII

### VOTING RIGHTS

1. CUMULATIVE VOTING - At all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock with respect to

his shares of stock multiplied by the number of directors to be elected, and he may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.

2. PROXY VOTING - In all elections for directors or managers of this corporation every shareholder shall have the right to vote in person or by proxy for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

## ARTICLE VIII

### NAME AND ADDRESS OF INCORPORATORS

The name and post office address of each of the incorporators and the number of shares of stock subscribed to by each are as follows:

| NAME                 | RESIDENCE                            | SHARES |
|----------------------|--------------------------------------|--------|
| JOSEPH B. PIPPENGER  | P.O. Box 911<br>Orofino, Idaho 83544 | 1      |
| BURNICE M. PIPPENGER | P.O. Box 911<br>Orofino, Idaho 83544 | 1      |

## ARTICLE IX

### PREEMPTIVE RIGHTS

The holders of shares of stock of this corporation shall, upon the sale by authorization of the corporation for cash or shares of the same class, have the right, during a reasonable time to be fixed therefore by the Board of Directors to purchase the shares in proportion to their respective holdings of shares at such price as may be fixed therefore by the Board of Directors but at not less than par for par value shares.

## ARTICLE X

### DIRECTORS

This corporation shall have a minimum of two (2) directors, who shall at all times be citizens of the United States of America; the names and residences of the said directors who shall manage the business of the corporation until the first shareholders' meeting are:

| NAME                 | RESIDENCE                            | SHARES |
|----------------------|--------------------------------------|--------|
| JOSEPH B. PIPPENGER  | P.O. Box 911<br>Orofino, Idaho 83544 | 1      |
| BURNICE M. PIPPENGER | P.O. Box 911<br>Orofino, Idaho 83544 | 1      |

The Board of Directors shall at all times consist of at least two (2) directors, or such other number as shall be established by the By-Laws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

## ARTICLE XI

### UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts, and proportions, and for such

consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

## ARTICLE XII

### RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the by-laws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors but at not less than par.

## ARTICLE XIII

### PROVISIONS FOR BY-LAWS AND AMENDMENT THEREOF

This corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with the provisions of the laws of the State of Idaho or the Certificate of Incorporation. At any shareholders' meeting a majority of the outstanding shares of this corporation is required to amend these by-laws.

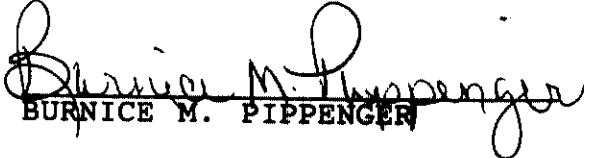
## ARTICLE XIV

### AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefore.

IN WITNESS WHEREOF, we the subscribed have executed these Articles of Incorporation this 27<sup>th</sup> day of December, 1993.

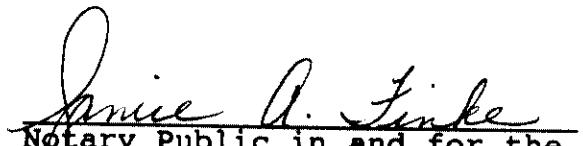
  
JOSEPH B. PIPPENGER

  
BURNICE M. PIPPENGER

STATE OF IDAHO )  
                  ss.  
County of Clearwater )

On this 27<sup>th</sup> day of December, 1993, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOSEPH B. PIPPENGER and BURNICE M. PIPPENGER, husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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.

  
Janice A. Fink  
Notary Public in and for the  
State of Idaho, residing at  
Orofino, therein.