



## 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

*SNAKE RIVER TIRE CENTER, CORP.*

was filed in the office of the Secretary of State on the *seventeenth* day of *October* A.D., One Thousand Nine Hundred *seventy-five* and ~~will be~~ recorded on ~~Film No.~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 80-103, 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 *Twin Falls, Idaho* in the County of *Twin Falls*

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 *17th* day of *October*, A.D., 19 *75*.

Pete T. Cenarrusa  
Secretary of State.

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

C O N S E N T

The undersigned, R. J. Skeem, the President and sole stockholder of Snake River Tire Center, Corp., hereby authorizes Bill Durbin, Vince DiMaggio and Frederick F. Plankey to form another Idaho Corporation using the name of Snake River Tire Center, Corp.

Dated this 24 day of July, 1975.

  
R. J. SKEEM

ARTICLES OF INCORPORATION

OF

SNAKE RIVER TIRE CENTER, CORP.

KNOW ALL MEN BY THESE PRESENTS, That we, BILL DURBIN, VINCE DIMAGGIO, and FREDERICK F. PLANKEY, all residents of the State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for profit under the laws of the State of Idaho, and we do hereby certify and state:

I.

The name of this corporation is: SNAKE RIVER TIRE CENTER, CORP.

II.

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III.

Said corporation is formed for the following purposes:

A. To carry on and conduct the general business of selling tires at wholesale and retail;

B. To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient;

C. To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, or dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company.

D. To carry on other businesses, of any nature, whatsoever,

which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of any of the corporation's property or rights or generally to enhance the profitability of the corporation;

E. If deemed advisable by the corporation, to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the corporation, the stockholders of the company or their heirs, to grant pensions to employees and stockholders and to make payments toward insurance;

F. The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same;

G. To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; and to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation;

H. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means with property of the corporation;

I. To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the attainment of any of the objects, for the exercise of any of the powers herein set forth, whether specified herein or not;

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared shall be deemed to preclude powers or purposes not so declared, and that all other lawful powers not inconsistent herewith are hereby included.

IV.

The location and post office address of the registered office of the corporation shall be 1292 Addison Avenue East, Twin Falls, Idaho.

V.

The number of directors of this corporation shall be not less than <sup>three</sup> ~~one~~.

VI.

There shall be one class of capital stock of the corporation and it shall be known as common stock. The par value of the authorized capital stock shall be the amount of \$100,000.00, divided into 1,000 shares at the par value of \$100.00 per share, all of said stock to be non-assessable.

VII.

The total number of shares actually subscribed is 1000

The names of the incorporators, subscribers and number of shares respectively for which they have subscribed and the amount to be paid by them are as follows:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. Shares</u>	<u>Amount</u>
Bill Durbin	Twin Falls, ID	1	\$100.00
Vince Dimaggio	Twin Falls, ID	1	\$100.00
Frederick F. Plankey	Twin Falls, ID	1	\$100.00

VIII.

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued.

IN WITNESS WHEREOF, We have hereunto subscribed our names  
this 24<sup>th</sup> day of July, 1975.

Bill Durbin  
Vince Dimaggio  
Frederick F. Plankey

STATE OF IDAHO       )  
                              ) ss.  
County of Twin Falls)

On this 24<sup>th</sup> day of July, 1975, before me,  
the undersigned, a Notary Public for Idaho, personally appeared  
BILL DURBIN, VINCE DIMAGGIO, and FREDERICK F. PLANKEY, 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 above written.

Sharon Nakao  
Notary Public for Idaho  
Residing at Twin Falls