

State of Idaho



Department of State

CERTIFICATE OF AMENDMENT OF ARTICLES 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

CROWN TIRE SERVICE, INC. OF CALDWELL,

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-fourth** day of **February**, 19**66**,

original articles of amendment, as provided by Sections 30-146, 30-147, 30-148, 30-151 and 30-152, Idaho Code, merging **CROWN TIRE SERVICE, INC. OF BOISE** and **CROWN TIRE SERVICE, INC. OF NAMPA** with and into **CROWN TIRE SERVICE, INC. OF CALDWELL**, and changing name to:

CROWN TIRE SERVICE, INC.,

and increasing capital stock to \$75,000.00,

and that the said articles of amendment contain the statement of facts required by law, and ~~xxx~~ will be recorded on ~~DOMINO~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **24th** day of **February**, A. D., 19**66**.

Secretary of State

MERGER AGREEMENT

WHEREAS, CROWN TIRE SERVICE, INC., OF CALDWELL, an Idaho corporation (hereafter called the Caldwell corporation), and CROWN TIRE SERVICE, INC., OF NAMPA, an Idaho corporation (hereafter called the Nampa corporation), and CROWN TIRE SERVICE, INC., OF BOISE, an Idaho corporation (hereafter called the Boise corporation), are engaged in the business of buying and selling, at wholesale and retail, of rubber automotive tires and in conducting the general business of vulcanizing, reinforcing, rebuilding and repairing automotive tires, and

WHEREAS, each of said corporations, and their respective stockholders, would gain substantial benefits from a merger of CROWN TIRE SERVICE, INC., OF NAMPA and CROWN TIRE SERVICE, INC., OF BOISE with CROWN TIRE SERVICE, INC., OF CALDWELL, and

WHEREAS, the directors of each of said corporations desire to enter into a joint agreement prescribing the terms and conditions of merger, the mode of carrying the merger into effect, and any other necessary provisions,

NOW, THEREFORE, It is jointly agreed by the parties:

1. The Nampa corporation and the Boise corporation shall merge with the Caldwell corporation.
2. The Caldwell corporation shall amend its Articles of Incorporation so that its total authorized number of par value shares is increased from 500 shares of common stock to 1500 shares of common stock. The par value of each share shall remain at \$50.00 per share.
3. The Caldwell corporation shall amend its Articles of Incorporation so that its corporate name is changed to CROWN TIRE SERVICE, INC.
4. The shareholders of record for the Boise corporation and the Nampa corporation shall receive one share of stock in the Caldwell corporation for each share of stock they now hold in the Boise corporation or Nampa corporation.
5. After the merger, the number of directors of the Caldwell corporation shall be changed to five.

6. After the merger, the restrictions on transfer of stock shall be the same as existed in the shares of the Caldwell corporation.

7. Within thirty days after the merger, new directors and officers of the Caldwell corporation shall be elected in accordance with the By - Laws of the Caldwell corporation.

8. The By - Laws of the Caldwell corporation shall remain the same after the merger.

9. This agreement shall be submitted to the shareholders of each corporation at a meeting thereof, duly called separately in the manner provided in Section 30 - 133 Idaho Code for calling shareholders' meetings, and, if, at such meetings, the holders of two - thirds of the voting power of all shareholders of each corporation shall vote for adoption of said agreement, then that fact shall be certified on said agreement by the Secretary of each corporation, and the agreement so adopted and certified shall be signed by the President and Secretary of each corporation and acknowledged by the President of each corporation.

Dated this 31st day of January, 1966.

CROWN TIRE SERVICE, INC., OF BOISE

By Jack K. Teller
Director
By Lacl A. Teller
Director
By William G. Thomas
Director

CROWN TIRE SERVICE, INC.,
OF CALDWELL

By Jack K. Teller
Director
By Lacl A. Teller
Director
By William G. Thomas
Director

CROWN TIRE SERVICE, INC., OF NAMPA

By Jack K. Teller
Director
By Lacl A. Teller
Director
By William G. Thomas
Director

CERTIFICATION

The undersigned, being the Secretary of Crown Tire Service, Inc., of Caldwell, an Idaho corporation, hereby certifies as follows:

1. That the foregoing Agreement of Merger was entered into by the Board of Directors of the said corporation after the said corporation, by and through its Board of Directors, by resolution, adopted by a unanimous vote of all the members of said Board, had agreed to the Agreement of Merger and the terms of the Agreement therein set forth, at a meeting of the Board duly held for the purpose of considering it;

2. That the foregoing Agreement was submitted to the shareholders of said corporation at a meeting thereof duly called separately in the manner provided in Section 30-133, Idaho Code, for calling shareholders meetings; and that at such meeting the holders of all the shares voted unanimously for the adoption of the foregoing Agreement.

Certified this 15th day of February, 1966.

Walter P. Fuller
Corporate Secretary

The undersigned, being the Secretary of Crown Tire Service, Inc., of Nampa, an Idaho corporation, hereby certifies as follows:

1. That the foregoing Agreement of Merger was entered into by the Board of Directors of the said corporation after the said corporation, by and through its Board of Directors, by resolution, adopted by a unanimous vote of all the members of said Board, had agreed to the Agreement of Merger and the terms of the Agreement therein set forth, at a meeting of the Board duly held for the purpose of considering it;

2. That the foregoing Agreement was submitted to the shareholders of said corporation at a meeting thereof duly called separately in the manner provided in Section 30-133, Idaho Code, for calling shareholders meetings; and that at such meeting the holders of all the shares voted unanimously for the adoption of the foregoing Agreement.

Certified this 15th day of February, 1966.

Wayne P. Fuller
Corporate Secretary

The undersigned, being the Secretary of Crown Tire Service, Inc., of Boise, an Idaho corporation, hereby certifies as follows:

1. That the foregoing Agreement of Merger was entered into by the Board of Directors of the said corporation after the said corporation, by and through its Board of Directors, by resolution, adopted by a unanimous vote of all the members of said Board, had agreed to the Agreement of Merger and the terms of the Agreement therein set forth, at a meeting of the Board duly held for the purpose of considering it;

2. That the foregoing Agreement was submitted to the shareholders of said corporation at a meeting thereof duly called separately in the manner provided in Section 30-133, Idaho Code, for calling shareholders meetings; and that at such meeting the holders of all the shares voted unanimously for the adoption of the foregoing Agreement.

Certified this 15th day of February, 1966.

Wayne P. Fuller
Corporate Secretary

CORPORATE EXECUTION

WHEREAS, the foregoing Agreement has been duly adopted by the shareholders of Crown Tire Service, Inc., of Caldwell, and that fact has been certified by the Secretary of said corporation, the undersigned, as President and Secretary of Crown Tire Service, Inc., of Caldwell, executes the foregoing Agreement for said corporation.

Wayne P. Fuller
President

ATTEST:

Wayne P. Fuller
Secretary

WHEREAS, the foregoing Agreement has been duly adopted by the shareholders of Crown Tire Service, Inc., of Nampa, and that fact has been certified by the Secretary of said corporation, the undersigned, as President and Secretary of Crown Tire Service, Inc., of Nampa, executes the foregoing Agreement for said corporation.

Val R. Feller
President

ATTEST:

Wayne P. Fuller
Secretary

WHEREAS, the foregoing Agreement has been duly adopted by the shareholders of Crown Tire Service, Inc., of Boise, and that fact has been certified by the Secretary of said corporation, the undersigned, as President and Secretary of Crown Tire Service, Inc., of Boise, executes the foregoing Agreement for said corporation.

Val R. Feller
President

ATTEST:

Wayne P. Fuller
Secretary

ACKNOWLEDGEMENT

STATE OF IDAHO)

ss.

County of Canyon)

On this 15th day of February, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared Val R. Feller and Wayne P. Fuller, known to me to be the President and Secretary respectively of Crown Tire Service, Inc., of Caldwell, Crown Tire Service, Inc., of Nampa, and Crown Tire Service, Inc., of Boise, all Idaho corporations, and acknowledged to me that they executed the within instrument on behalf of said corporations.

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

Val R. Feller
Notary Public for Idaho
Residing at Caldwell, Idaho