

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

DEANE GOODYEAR, INC.

was filed in the office of the Secretary of State on the Twelfth day of May A.D. One Thousand Nine Hundred Sixty-one and duly recorded on Film No. 114 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 Caldwell in the County of Canyon.

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 12th day of May, A.D., 19 61 .

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 DEANS GOODYEAR, INC.

4 I.

5 The name of this corporation is: DEANS GOODYEAR, INC.

6 II.

7 The purposes for which this corporation is formed are:

8 (a) To engage in the buying and selling, at wholesale
9 and retail, tires of all kinds and descriptions and the conducting
10 of the general business of recapping, vulcanizing, re-enforcing,
rebuilding and repairing tires of all kinds and descriptions.

11 (b) To engage in the business of buying and selling
12 motor vehicle accessories, parts, supplies and equipment.

13 (c) To purchase, sell, lease, make repairs to and store
14 automobiles and to buy, sell, own, lease and operate garages, ser-
vice stations, repair shops and to carry on all business incidental
thereon.

15 (d) To construct and erect buildings or structures upon
16 and to improve and maintain any and all real property owned, leased
or held by this corporation; and to equip, improve and generally
operate any and all personal property owned by this corporation.

17 (e) To purchase, hold, sell and transfer the shares of
18 its own capital stock; provided, it shall not use its funds or
19 property for the purchase of its own shares of capital stock when
such use would cause any impairment of its capital; and provided
20 further that the shares of its own capital stock owned by it shall
not be voted upon directly or indirectly.

21 (f) To enter into, make, perform and carry out contracts
22 of every sort and kind which may be necessary or desirable for the
furtherance of the business of this corporation, with any persons,
23 firms, corporations, associations, any state, territory, or muni-
cipality of the United States or any foreign country, government
24 or body politic.

25 (g) To acquire, and hold all or any part of the capital
26 stock, assets, or good will of any business, or any person, firm,
association or corporation engaged in any business in whole or in
27 part similar to that of this corporation, consistent with the
objects and purposes of this corporation, and to hold, utilize
28 assets, good will and rights so acquired and to conduct in any
lawful manner in whole or in part any business so acquired, and
29 to undertake or assume the whole or any part of the obligations
or liabilities of any person, firm association or corporation
engaged in the business so acquired.

30 (h) To borrow money for any purpose of this corporation,
31 without limit as to amount, and to issue bonds, debentures, notes
or other evidences of indebtedness, secured or unsecured, of this
32 corporation for the moneys so borrowed, or in payment for property
acquired, or for any other objects or purposes of this corporation,

1 or in connection with its business; to secure payment of such
2 debentures, notes or other obligations by mortgages or pledges or
3 other liens upon any or all of the property of this corporation
wheresoever situated.

4 (i) To carry out all or any part of the foregoing objects,
5 or purposes as principal or agent, or otherwise, either alone or in
6 conjunction with any person, association or other corporation and in
7 any part of the world; and in carrying on its business and for the
8 purpose of attaining or furthering any of its objects or purposes,
9 to make and perform such contracts of any kind and description,
10 to do such acts and such things and to exercise any and all such
11 powers as a natural person could lawfully make, perform, do or exer-
12 cise, provided that the same be not inconsistent with the objects
or purposes of this corporation, or the statutes of the State of
Idaho.

13 (j) To conduct its business in all or any of its branches
14 in the State of Idaho, and in any and all other states, territories,
15 possessions, colonies and dependencies of the United States of
16 America and in the District of Columbia, and in any or all foreign
countries, and to have one or more offices within or outside of the
State of Idaho.

17 (k) The objects as specified herein shall, except as
18 otherwise expressed, be in no way limited or restricted by refer-
19 ence to or inference from the terms of any other clause or para-
20 graph of these Articles. The objects, purposes and powers specified
21 in each of the clauses or paragraphs in these Articles shall be re-
22 garded as independent objects, purposes and powers.

23 The foregoing shall be construed as objects and powers
24 and the enumeration thereof shall not be held to limit or restrain
25 in any manner the general powers now or hereafter conferred on this
26 corporation by the statutes of the State of Idaho.

27 III.

28 The period of existence and the duration of the life of
29 this corporation shall be perpetual.

30 IV.

31 The location and postoffice address of the registered
32 office of this corporation in the State of Idaho shall be Caldwell,
in the County of Canyon, State of Idaho.

33 V.

34 This corporation is authorized to issue one class of
35 shares of its capital stock to be designated as common stock; the
36 total number of shares of common stock which this corporation shall
37 be authorized to issue is 500. The aggregate par value of the capi-
38 tal stock of this corporation shall be \$50,000.00; and the par value
39 of each of said shares of common stock shall be \$100.00.

40 VI.

41 The names and postoffice addresses of each of the incor-
42 porators of this corporation and the number of shares of said common
43 capital stock subscribed by each of those incorporators are as fol-
44 lows:

GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO

1	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
2	E. Dean Dishman	903 Ranch Rd. Boise, Idaho	One
3	Patricia L. Dishman	903 Ranch Rd. Boise, Idaho	One
4	M. P. Roberts	Rt. 1 Box 1092 Nampa, Idaho	One

5
6 Each of the persons above enumerated as incorporators
7 is a natural person over the age of 21 years and is a citizen of the
8 United States of America.

9 VII.

10 The capital stock of this corporation shall be non-
11 assessable; and the private property of the shareholders in this cor-
12 poration shall not be liable for the debts, obligations or liabili-
13 ties of this corporation.

14 VIII.

15 A director of this corporation shall not be required to
16 be a holder of any of the shares of the common capital stock of the
17 corporation.

18 IN WITNESS WHEREOF, We, the undersigned, for the purpose
19 of forming this corporation under the statutes of the State of Idaho,
20 have executed these Articles of Incorporation this 9th day of May,
21 1961.

22 E. Dean Dishman
23 E. Dean Dishman

24 Patricia L. Dishman
25 Patricia L. Dishman

26 M. P. Roberts
27 M. P. Roberts

1 STATE OF IDAHO }
2 County of Canyon } ss.

3 On this 9th day of May, 1961, before me, the undersigned,
4 a Notary Public in and for said State, personally appeared E. DEAN
5 DISHMAN, PATRICIA L. DISHMAN and M. P. ROBERTS, known to me to be
6 the persons whose names are subscribed to the within instrument and
7 acknowledged to me that they executed the same and I further certify
8 that each of said persons acknowledged that they were over the age
9 of 21 years and were each citizens of the United States of America.

10 IN WITNESS WHEREOF, I have hereunto set my hand and af-
11 fixed my official seal the day and year in this certificate first
12 above written.

13
14 Wm. F. Sigurdson, Jr.
15 Notary Public for Idaho
16 Residing at Caldwell, Idaho
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