



**CERTIFICATE OF INCORPORATION
OF**

SAWTOOTH WESTERN AREA ADVERTISING, 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:

January 8, 1990



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

SAWTOOTH WESTERN AREA ADVERTISING, INC.

90 JAN. 8 PM 2 08

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is SAWTOOTH WESTERN AREA ADVERTISING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are: To engage in the advertising of Big O Tires and products and related activities and any and all lawful business for which corporations may be incorporated under the Idaho Business Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 100 with a par value of \$1.00.

FIFTH: The transfer and hypothication of the shares of the Corporation are restricted and such restriction is specified in the By-Laws of the Corporation and on the stock certificates. Shares in the Corporation may only be owned by Big O Tires, Inc., franchise owners.

SIXTH: The holders of shares of stock in this Corporation are not entitled to pre-emptive rights to purchase additional shares of stock.

SEVENTH: The address of the initial registered office of the Corporation is 216 E. Fairview, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Kenneth A. Roetto.

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is eight (8), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
David Gier	7199 Fairview Boise, Idaho 83704
Kenneth A. Roetto	216 E. Fairview Meridian, Idaho 83642

Warren C. Iverson	1909 S.W. 4th Ontario, Oregon 97914
Dan J. DeLeury	1222 Caldwell Blvd. Nampa, Idaho 83651
John E. Cudahy	515 N. Main Ontario, Oregon 97914
Dale J. Horton	2013 Broadway Ave. Boise, Idaho 83706
Mick F. Alley	1422 Main St. Boise, Idaho 83701
Mike W. Zehner	4602 W. State Boise, Idaho 83703

NINTH: The name and address of the incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
David Gier	7199 Fairview Ave. Boise, Idaho 83704

TENTH: As specified in Section 30-1-54, Idaho Code, the directors of the Corporation shall have no liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- A. For any breach of the director's duty of loyalty to the Corporation or its stockholders.
- B. For acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law.
- C. Provided for under Section 30-1-48 Idaho Code.
- D. For any transaction from which the director derived an improper personal benefit.

This provision shall not limit or eliminate the liability of a director for any act or omission occurring prior to the effective date of these articles.

DATED this 5 day of January, 1990.


DAVID GIER

STATE OF IDAHO)

: ss.

County of Ada)

I, the undersigned, a notary public for Idaho, do hereby certify that on this 5th day of January, 1990, personally appeared before me, DAVID GIER, who being by me first duly sworn, declared the he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Candace Hoping
Notary Public
Residing at Boise, Idaho
Comm. Exp.: 5/8/92