

State of Idaho



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

KEITH'S KLEEN KARS, INC.

was filed in the office of the Secretary of State on the **15th** day
of **December** A.D., One Thousand Nine Hundred **seventy-five** and
^{will be} duly 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 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
Burley, Idaho in the County of **Cassia**

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the

9362

ARTICLES OF INCORPORATION
OF
KEITH'S KLEEN KARS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, citizens and residents of the United States of America, and each over the age of 21 years, do by these presents voluntarily associate ourselves together for the purpose of forming a corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose. We hereby set forth, declare, and certify:

ARTICLE I

NAME

This corporation shall be known as "KEITH'S KLEEN KARS, INC.".

ARTICLE II

OBJECT AND PURPOSES

The object and purposes for which this corporation is formed are as follows:

- (1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles, and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies and all types of motor vehicles, and rendering services in connection with the same.
- (2) To engage in any commercial, industrial, and agricultural enterprise, calculated or designed to be profitable to this corporation, and in conformity with the laws of the State of Idaho, or such other place or places and States as the corporation may from time to time conduct its business.
- (3) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform, and carry out, contracts of every sort and kind, with any person including the right to become a partner or interested in a joint venture and to acquire and take over the good will, property, rights, franchises, and assets of every kind, and liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks, bonds of the corporation or otherwise.

(4) The corporation may from time to time provide and carry out and recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation, or of any corporation in which, or in the welfare of which, the corporation has any interest, and is actively engaged in the conduct of this corporation's business, and the profits of this corporation, or any branch or division thereof, as a part of this corporation, as legitimate expenses, and for the furnishing to such employees and persons, or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or health, pensions during old age, disability or employment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

(5) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objectives, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act, or acts, thing, or things, incidental or pertinent to or growing out of, connected with the aforesaid objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(6) The provisions of these articles shall be construed both as purposes and powers and each as an independent purpose and power in furtherance of, and not in limitation of, the powers which the corporation may have under present or future laws of the State of Idaho, and in such States as the corporation may from time to time do business.

(7) To have and to exercise all rights and powers from time to time granted to a corporation by law.

ARTICLE III

DURATION

The term and existence of this corporation shall be perpetual.

ARTICLE IV

LOCATION

The location and principal office and the post office address of this corporation is 1001 East Main Street, Burley, County of Cassia, State of Idaho.

ARTICLE V

AUTHORIZED SHARES

The total number of shares which this corporation is authorized to issue is

fifty shares (50) of stock, which shall have no par value:

<u>TYPE</u>	<u>SHARES</u>	<u>PAR</u>
Common	50	No Par Value

ARTICLE VI

CHARACTERISTICS OF STOCK

The holders of common stock are entitled to all dividends declared by the Board of Directors: each stockholder of common stock of record shall be entitled at all meetings of the corporation or in matter requiring a vote, to one vote for each share of stock standing in his name upon the books of the corporation.

The holder of shares of any class 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 by the Board of Directors, to purchase shares in proportion to their respective holding of shares of such class, at such price as may be fixed therefor by the Board of Directors, but at not less than par for par value shares.

All stock when fully paid shall be non-assessable.

The corporation may purchase its own stock.

ARTICLE VII

INCORPORATORS

The names and post office addresses of each of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Keith J. Cottom	1753 Grandview Lane, Burley, Idaho	One
Danny W. Asson	621 W. 24th Street, Burley, Idaho	One
Gary R. Asson	1104 East 21st Street, Burley, Idaho	One

ARTICLE VIII

BOARD OF DIRECTORS

All members of the Board of Directors must be stockholders of common stock, and the Board of Directors must consist of not less than three members and not more than five, and a majority of the members of the Board of Directors will constitute a quorum for transacting business, and the act of the majority of said quorum of the Board of Directors, shall be the act of the Board. During the term of office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the By-Laws, provided, however, that the number of directors constituting the Board shall never be less than three nor more than five.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho then in full force and effect; the power to make, repeal, and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as the shareholders.

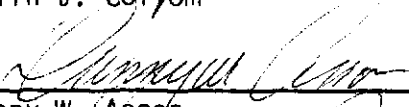
ARTICLE X

No contract or other transaction between this corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are Directors or officers of such other corporations; any Director, individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any other Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall consider such contract or transaction and may vote thereon with like force and effect as if he were not so interested.

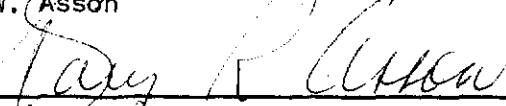
IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of December, 1975.



Keith J. Cotton



Danny W. Asson




Gary R. Asson

STATE OF IDAHO)
)
County of Cassia)

On this 9th day of December, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared KEITH J. COTTOM, DANNY W. ASSON, and GARY R. ASSON, known to me to be the persons whose names are subscribed to the within 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.



Notary Public for Idaho
Residing at Burley Idaho