

# 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

**CAPITAL BOOT SHOP, INC.**

was filed in the office of the Secretary of State on the **Twenty-fifth** day of **August** A.D. One Thousand Nine Hundred **Sixty-five** and

will be **microfilm** of Record of Domestic Corporations of the State of Idaho, and that the said articles contain the statement of facts required by Section 90-103, 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 **440 Hooder Street, Boise Falls,** in the County of **Boiseville.**

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 **25th** day of **August**

A.D. 19 **65**  
**ARNOLD WILLIAMS**  
Secretary of State

By **Deputy** Secretary of State

ARTICLES OF INCORPORATION  
OF  
CAPITAL BODY SHOP, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and the State of Idaho, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, and file this certificate and articles of incorporation for that purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: CAPITAL BODY SHOP, INC.

ARTICLE II.

PURPOSES

The purposes of this corporation shall be:

Section 1. To acquire, engage in, operate, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products and other personal property of any and every sort and description, and to engage in the repair and reconditioning and replacement of body and fender parts of automobiles and automotive equipment, including painting and refinishing thereof, and to engage in the wrecking and salvage of automobiles and automotive parts and equipment, and to do everything necessary, incidental or proper to the operation of said business and to the accomplishment of said purposes.

Section 2. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, loaning, encumbering and generally dealing in, repairing, operating and servicing all types of new and used automobiles, trucks, trailers and other motor vehicles boats, motors, mechanical equipment and any parts, equipment or accessories used in connection therewith, and the purchasing, acquiring and generally dealing in all types of supplies and equipment and accessories used by all types of motor vehicles.

Section 3. To engage in the business of storing and servicing of automobiles and automotive vehicles of every type and description, and to furnish storage by the hour, day, week, month or year and to conduct the business of a service station, including the dealing in gasoline and other petroleum products, oils and oil products, and all manner of accessories and appliances and supplies to be used for motor vehicles of every description; to repair, rebuild, vulcanize, and reinforce automotive tires and to perform all services necessary, proper and incidental to the servicing of automotive vehicles.

Section 4. In general, to conduct in all the several departments and branches the business of buying, selling, loaning, leasing, repairing, renovating, servicing and salvaging of automotive and motor vehicles, and to do everything necessary and conducive to the full accomplishment of the foregoing objects and purposes.

Section 5. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of and otherwise deal in real estate; to purchase, lease as lessor or lessee, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 6. To buy and sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to accept as security thereof liens on and pledges of real and personal property.

Section 7. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 8. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties, stock in this and other corporations, automotive vehicles, fixtures and supplies, and other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment,

fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 9. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or a joint-venturer in such transaction.

Section 10. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

#### ARTICLE III.

##### CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

#### ARTICLE IV.

##### PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in the State of Idaho is 460 Keefer Street, Idaho Falls, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the board of directors may from time to time decide. The post office address of the registered offices shall be 460 Keefer Street, Idaho Falls, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other states of the United States as the board of directors may from time to time decide.

#### ARTICLE V.

##### CAPITAL STOCK

Section 1. The amount of the capital stock of the corporation shall be Twenty Five Thousand (\$25,000.00) Dollars, to consist of two thousand five hundred (2,500) shares of the common stock of the par value of \$10.00 each.

Section 2. Each of the shares of common stock shall be common voting stock and shall be non-assessable.

ARTICLE VI.

MANAGEMENT

Management of this corporation shall be vested in a board of directors of three to five directors. The directors shall be elected at the annual meeting of the stockholders, and the number of directors to serve shall be decided at the annual meeting of the stockholders, as provided in the by-laws, and in the manner and the method therein provided.

ARTICLE VII.

DIRECTORS' MEETINGS

The meetings of the board of directors may be held at the principal office of the corporation in this state, or at such other place or places within or without this State, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the directors shall be the act of the board. At least one member of the board of directors shall be a resident of the State of Idaho.

ARTICLE VIII.

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
LaVern Krueger, 254 18th St., Idaho Falls, Idaho		1 Share
Marjorie Krueger, 254 18th St., Idaho Falls, Idaho		1 Share
Donald Grimes, 1355 Arthur St., Pocatello, Idaho		1 Share

All of the subscribers to these articles of incorporation are of full age, citizens of the United States and residents of the State of Idaho.

ARTICLE IX.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or

officers of such other corporation; 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 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 the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.

The corporation may amend, alter, add to, change or repeal any provision contained in this Articles of Incorporation in the manner provided by law.

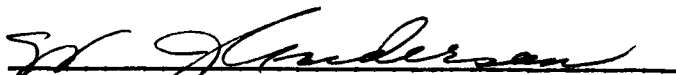
IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 24th day of August, 1965.

Lillian C. Krueger  
Margaret Krueger  
Ronald C. Krueger

STATE OF IDAHO                    )  
                                      : ss.  
County of Bonneville        )

On this 24th day of August, 1965, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared, LAVERN KRUEGER, MARJORIE KRUEGER and DONALD GRIMES, known to me to be the persons whose names are subscribed to the within and foregoing Article of Incorporation and certificate, which they acknowledged to me that they executed as their free act and deed.

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

  
NOTARY PUBLIC FOR IDAHO  
Residing at Idaho Falls, Idaho