

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

~~LOUIS L. CLARK~~
I, ~~ADMINISTRATOR~~, 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

EASTERN IDAHO BODY SHOP ASSOCIATION, INC.,

was filed in the office of the Secretary of State on the Fifth day of December A. D. One Thousand Nine Hundred Sixty-Six 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 and Sections 30-1001 to 30-1005, inclusive, 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 Idaho Falls, in the County of Bonneville, and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 5th day of December, A.D. 1966.

Secretary of State.

ARTICLES OF INCORPORATION

OF

EASTERN IDAHO BODY SHOP ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated and pursuant to the provisions of Chapter 10, Title 30, of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

ARTICLE I

The name of the corporation is "Eastern Idaho Body Shop Association, Inc."

ARTICLE II

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and pecuniary profit is not the object or any purpose of this corporation. The purposes for which said corporation is formed are:

A. To promote and develop a closer and more friendly intercourse and relationship among those engaged in the automobile body repairing and rebuilding industry within the State of Idaho.

B. To cooperate for the improvement, stabilization, development and expansion of the automobile body repairing and rebuilding industry.

C. To eradicate unfair trade practices within the automobile body repairing and rebuilding industry which produce speculation and uncertainty and to make possible continuity of employment, adequate wages to employees, and decent conditions of work.

D. To study and so far as possible solve cooperatively and collectively the problems of said industry.

E. To distribute accurate, reliable credit information regarding persons, firms and corporations relating to or engaged in the automobile body repairing and rebuilding industry, and to establish and maintain a system for the distribution of credit information among its members.

F. To study, advise and recommend the enactment of legislation in the interest of said automobile body repairing and rebuilding industry and to represent said industry and all of its contacts with public officials and public authorities.

G. To procure the standardization of practices, products and operations in said automobile body repairing and rebuilding industry.

H. To investigate systems of cost accounting used in the various branches of said industry and to advise members of the results of such investigation and to adopt simple methods of cost accounting; to make a complete investigation of the trade practices of various branches of the automobile body repairing and rebuilding industry and to adopt those trade practices that are best suited to the members of each branch of said industry.

I. To make a complete study of state and municipal laws concerning the automobile body repairing and rebuilding industry and to summarize those laws and transmit the summary to members of this corporation.

J. To enter into contracts or agreements with its members, and members of associations of allied industries for the purpose of maintaining a uniform system of fair trade practices

and to enforce the provisions of state and federal legislation designed to prevent the use of unfair trade practices and the creation of monopolies.

K. To generally carry on the business of a trade association in the automobile body repairing and rebuilding industry and to do all things necessary and incidental to the conduct and operation of said trade association.

L. To acquire by purchase or lease, or otherwise, land and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation buildings or other structures with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures and any parts of any buildings or other structures of any kind owned or held by the corporation.

M. To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and personal property.

N. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

O. To appoint agents, subagents and to enter into all necessary contracts with agents and subagents.

P. To borrow money and otherwise incur indebtedness in the manner provided for in the By-Laws of the corporation and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts,

bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

Q. To do each and every thing necessary, suitable or proper at any time or place for the accomplishment of any one of the purposes or the attainment of any one or more of the subjects herein enumerated or conducive to or expedient to the interests or benefit of the corporation and the members thereof, and to contract accordingly.

R. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 10 of Title 30 of the Idaho Code, and any present and/or future amendments thereto.

S. All of the foregoing provisions of this Article II, are to be construed both as objects and powers and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or do any act which corporations formed under Chapter 10 of Title 30 of the Idaho Code, and any present and/or future amendments thereto, may not, at the time, lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article

contained, or of any other provisions of these Articles of Incorporation.

T. The corporation hereby formed is not organized and shall not be conducted for the purpose, directly or indirectly, of fixing the price, or regulating the production, of any article of commerce or of the produce of the soil, or of consumption by the people.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be 275 Oneida Avenue, Idaho Falls, Idaho.

ARTICLE V

The board of directors of the corporation shall consist of five members, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws, and the directors shall be elected for such term as shall be provided for in the By-Laws.

ARTICLE VI

The names and addresses of those selected to serve as the incorporating directors and as directors of the corporation until the first annual meeting of the members and until their successors shall have been elected and shall have accepted office are the following:

NAME	ADDRESS
John L. Nation	1248 South Shilling Blackfoot, Idaho
DuWayne Allgood	636 West Main St. Anthony, Idaho
Bud Hathaway	Box 263 Rigby, Idaho
LaVern Kruger	254 18th Street Idaho Falls, Idaho
James P. Winborg	625 Crestview Idaho Falls, Idaho

ARTICLE VII

Any person, firm, corporation or partnership engaged in any branch of the automobile body repairing and rebuilding industry shall be eligible to membership and there shall be no restrictions as to the number of such persons, firms, corporations or partnerships who upon qualifying therefor shall be eligible to membership in this corporation.

ARTICLE VIII

This corporation is organized without capital stock. The voting power and the property rights and interest of the members of this corporation shall be determined upon the following basis, to-wit:

- A. The voting power of the members shall be equal and each member shall have one vote.
- B. The property interest of each member shall be unequal. The general rule applicable to all members by which such rights shall be determined is: The interest of each member in the membership fund of the corporation shall be equal and the interest of each member in any other funds created in this corporation shall be in proportion to its contribution to such funds.
- C. Any person, firm, corporation or partnership engaged in the automobile body repairing and rebuilding industry may be admitted to the corporation and shall have voting powers and property rights therein on the same basis as all other members and in accordance with the general rules hereinabove stated.

D. Every member shall pay to the corporation on entering the corporation a membership fee as may be provided for in the By-Laws of the corporation and such other assessments or dues to carry on the business of the corporation as may be provided for in the By-Laws of the corporation; provided, however, that no member shall be liable for any debts or obligation of the corporation, nor shall any member be personally liable for the payment of any such assessments or dues, the corporation's sole remedy for non-payment thereof being the forfeiture of the interest of a member in the corporation in such manner as may be provided in the By-Laws of the corporation.

E. The corporation shall issue to each member a certificate of membership; but neither said membership nor said certificate may be assigned or assignable for any member or by any act of law except by resolution of the board of directors and under such regulations as the By-Laws may prescribe; nor shall any assignee or transferee thereof receive or be entitled to any rights or interests in the corporation unless the board of directors expressly authorizes such assignment or transfer pursuant to the provisions of the By-Laws and expressly accept the said assignee or transferee as a member of the corporation.

ARTICLE IX

The names and post office addresses of the incorporators are as follows:

NAME:	ADDRESS:
John L. Nation	1248 South Shilling Blackfoot, Idaho
DuWayne Allgood	636 West Main St. Anthony, Idaho
Bud Hathaway	Box 263, Rigby, Idaho
LaVern Kruger	254 18th Street Idaho Falls, Idaho
James P. Winborg	625 Crestview Idaho Falls, Idaho

ARTICLE X

The corporation may provide in its By-Laws the terms and conditions upon which membership may be transferred or assigned and the conditions upon which, and the time when membership may cease; the mode, manner and effect of the expulsion or

suspension of a member; the method, time and manner of withdrawal; the rights of members to vote by proxy or by mail, and any other thing in furtherance of, but not in conflict with these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22nd day of ~~September~~ ^{November}, 1966.

John L. Nelson

Yvonne Allgood

Budd Hathaway

Halless Kueger

James P. Windsor

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 22nd day of ~~September~~ ^{November}, 1966, before me, the undersigned, a Notary Public, in and for said State of Idaho, personally appeared

known to me to be the persons whose names are subscribed to the within Articles of Incorporation 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.

(seal)

Terry L. Crapo
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 11-15-70