



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

CAR WASH, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day of **October,** A.D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ duly recorded on ~~Standard~~ 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

Lewiston

in the County of

Nez Perce.

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 **21st** day of **October**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CAR WASH, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, DWIGHT W. BARTON, RODERICK C. MARSH and JOHN H. BENGTSON, each being a natural person of full age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be "CAR WASH, INC."

SECOND

That the purposes and objects for which said corporation is formed are as follows:

- (a) To establish, build, purchase, lease, acquire, own, hold, maintain, improve and equip and operate garages, parking lots and facilities of all kinds for the maintenance, cleaning, washing and reconditioning of motor vehicles of all kinds.
- (b) To purchase, lease or otherwise acquire, in whole or in part, the business assets, good will, rights, franchises and property of every kind, and to take over the whole or any part of such assets and/or the liabilities of any firm, person, association or corporation engaged in or authorized to engage in the same general type of business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes and to pay for the same in cash, in the stocks and bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.

- (c) To enter into any contract, pension trust, cooperative agreement or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.
- (d) To purchase, or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of the capital stock of this corporation.
- (e) To acquire, buy, own, hold, sell, exchange, let, or lease personal property and real property necessary or incidental to the carrying on of business of the corporation.
- (f) To borrow money for the purposes of this corporation and to issue bonds, notes or debentures or other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise.
- (g) To build any or all buildings, structures, warehouses and stores necessary or convenient for the conduct of the business of said corporation, or to acquire the same by purchase, lease or otherwise.
- (h) To exercise generally the powers customarily exercised by business corporation, and particularly the powers provided by the laws of the State of Idaho, referring especially to §30-114, Idaho Code.
- (i) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the number of directors of this corporation shall be three (3) and each of said directors shall be a shareholder in this corporation.

FIFTH

That the location and post office address of the registered office of this corporation, and its principal place of business shall be at 2nd & D Streets, Lewiston, Nez Perce County, Idaho.

SIXTH

That the capital stock of this corporation shall consist of TWENTY FIVE HUNDRED (2500) shares of common stock having a par value of TEN DOLLARS (\$10.00) per share, and an aggregate par value of TWENTY FIVE THOUSAND DOLLARS (\$25,000.00); each of such shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist only of one class, that being common stock; each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall be in all respects equal to every other share.

SEVENTH

That the name and post office address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraph subscribed to by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
DWIGHT W. BARTON	918 15th Ave., Lewiston, Idaho	One (1)
RODERICK C. MARSH	1720 3rd St., Lewiston, Idaho	One (1)
JOHN H. BENGTON	P. O. Box 474, Lewiston, Idaho	One (1)

EIGHTH

That the right and power to repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation.

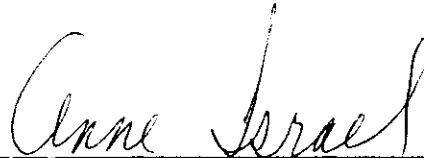
WITNESS our hands at Lewiston, Idaho, this 14th day of October, 1964.

Roderick L. Marsh per.
Dwight H. Barton
John H. Bengtson

STATE OF I D A H O)
) ss.
County of Nez Perce)

On this 14 day of October, 1964, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally
appeared DWIGHT W. BARTON, RODERICK C. MARSH and JOHN H. BENGTON,
known to me to be the persons whose names are subscribed to the
foregoing 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 in and for the State of
Idaho, residing at Lewiston, therein.