

-1 1995

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PRO-1 AUTOMOTIVE, 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 27, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Angie Hoken*

Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
PRO-1 AUTOMOTIVE, INC.

JAN 27 10 46 AM '92  
SECRETARY OF STATE

FIRST: The name of this corporation is Pro-1 Automotive, Inc.

SECOND: The <sup>Registered</sup>~~principal~~ office and place of business in Idaho is to be located at 4802 Chinden, Garden City, <sup>85714 Idaho Registered Agent</sup>~~Nevada~~. <sup>Jerry Hodges</sup>

THIRD: The nature of the business of said corporation shall be to engage in any lawful activity and to do anything as fully and to the same extent as natural persons might or could do, and in any part of the world.

FOURTH: This corporation is authorized to issue 8,000 shares of \$1.00 par value common stock without further authorization from the Board of Directors; the Board of Directors of this corporation shall be authorized to issue more than one class of stock or more than one series of any class, including preferred or special stock, at any time.

The amount of capital with which this corporation will commence business is \$8,000.00

FIFTH: The members of the governing board shall be styled Directors and the First Board of Directors shall consist of three directors, as follows:

Jerry Hodges, 10104 Granger, Boise, Idaho 83704

Thomas R. Hodges, P.O. Box 82, Fernley, Nevada 89408

Mary Ellen Hodges, P.O. Box 82, Fernley, Nevada 89408

Marnie Hodges, 10104 Granger, Boise, Idaho 83704

The Board of Directors may change the number of required Directors, but in no case shall the number of Directors be less than three.

SIXTH: The capital stock of this corporation shall not be subject to assessment to pay the debts of the corporation and the private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

SEVENTH: The name and post office address of each of the incorporators are as follows:

Jerry Hodges, 10104 Granger, Boise, Idaho 83704

Thomas R. Hodges, P.O. Box 82, Fernley, Nevada 89408

Mary Ellen Hodges, P.O. Box 82, Fernley, Nevada 89408

Marnie Hodges, 10104 Granger, Boise, Idaho 83704

EIGHTH: The existence of this corporation is to be perpetual.

NINTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this corporation.

TENTH: The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of Idaho, at such places as may be from time to time designated by resolution of the Stockholders or Directors, except as otherwise required by the laws of Idaho.

We, the undersigned, for the purpose of forming a corporation under the laws of Idaho, do make, file and record this certificate,

and do certify that the facts stated in this agreement are true.

DATED: January 27, 1992, at Boise, Idaho.

Jerry Hodges  
Jerry Hodges

Thomas R. Hodges  
Thomas R. Hodges

Mary Ellen Hodges  
Mary Ellen Hodges

Marnie Hodges  
Marnie Hodges

STATE OF IDAHO,       )  
                              :       ss.  
COUNTY OF ADA       )

Appeared before me, a Notary Public, Jerry Hodges, Thomas R. Hodges, Mary Ellen Hodges, and Marnie Hodges, known to me, and executed the above Articles of Incorporation this 27th day of January, 1992 at Boise, Idaho, acknowledging the contents thereof to be true and correct to the best of their knowledge and belief.

Benton B. Abbott  
Notary Public

*Dated and 27th of Jan. 1992*