

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

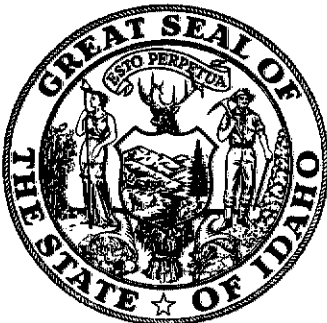
EAGLE AUTOMOTIVE II, INC.

File number C 107612

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: September 9, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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## ARTICLES OF INCORPORATION

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the laws of the state of Idaho, adopt the following articles of incorporation for such corporation:

First: The name of the corporation is Eagle Automotive II, Inc.

Second: The period of its duration is perpetual.

Third: The purposes for which the corporation is organized are:

a. To engage in the business of automotive repair for the public and the sales and service of all items related to this purpose and all other acts authorized by law.

b. To become a member of any partnership or joint venture and to enter into any lawful arrangement for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporations.

c. To have and to exercise all rights and powers that are now or may hereafter be granted to a corporation by law.

d. To acquire, hold, lease, encumber, convey, or otherwise dispose of real and personal property within or without the state, and take real and personal property by will, gift, or bequest.

e. To assume any obligations, enter into any contracts, or do any acts incidental to the transaction of its business or to the issue or sale of its securities, or expedient for the attainment of its obligations by mortgage or otherwise.

f. To borrow money and issue bonds, debentures, notes and evidences of indebtedness, and secure the payment of performance of its obligations by mortgage or otherwise.

g. To acquire, subscribe for, hold, own, pledge, and otherwise dispose of and represent shares of stock, bonds, and securities of any other corporation, domestic or foreign.

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h. To purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligation, and, subject to the provisions of the corporation laws of the state of Idaho, purchase or otherwise acquire its own shares.

i. Subject to the provisions of these Articles, to redeem shares thereby made subject to redemption.

j. To make donation for the public welfare or for charitable, scientific, or educational purposes.

k. To sue and be sued in any court.

l. To adopt, use, and at will, alter a corporate seal, but failure to affix a seal shall not affect the validity of any instrument.

m. To make bylaws.

N. To appoint such subordinate officers or agents as its business may require, and to allow them suitable compensation.

The foregoing shall be construed as objects, purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred on this corporation by the laws of the state of Idaho or any state within which business may be carried on.

The corporation may in its bylaws confer powers, not in conflict with law, upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Fourth: The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares at fifty dollars per share par value.

Fifth: The corporation will not commence business until at least five thousand dollars (100 shares) have been received by it as consideration for the issuance of shares.

Sixth: Cumulative voting of shares of stock is authorized.

Seventh: Provision limiting or denying to shareholders the preemptive right to acquire additional shares of the corporation are non-existent.

Eighth: Provision for the regulation of the internal affairs of the corporation are as established and agreed upon by the shareholders of the corporation.

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Ninth: The address of the initial registered office of the corporation is 658 North Main #C, Pocatello, ID 83204, and the names of its initial registered agents as such address are Pete D. Smith and Tamara K. Thompson.

Tenth: The address of the principal place of business is 658 North Main #C, Pocatello, ID 83204.

Eleventh: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Pete D. Smith	3424 Poleline Road Pocatello, ID 83201
Tamara K. Thompson	3424 Poleline Road Pocatello, ID 83201

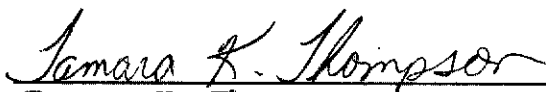
Twelfth: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Pete D. Smith	3424 Poleline Road Pocatello, ID 83201
Tamara K. Thompson	3424 Poleline Road Pocatello, ID 83201

Dated this 18th day of July, 1994.



Pete D. Smith  
Incorporator



Tamara K. Thompson  
Incorporator