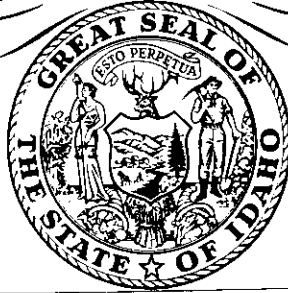


State of Idaho



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

HARDY BROS., INC.

was filed in the office of the Secretary of State on the **twenty-ninth** day of **September,** A.D. One Thousand Nine Hundred **Fifty-Nine,** and duly recorded on Film No. **109** 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 **Boise,** in the County of **Ada.**

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 **29th** day of **September**, A.D., 19 **59**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
HARDY BROS., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being natural persons, over the age of twenty-one years, citizens and residents of the State of Idaho, United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the incorporation laws of the State of Idaho, and for that purpose do hereby certify and adopt in triplicate the following Articles of Incorporation:

ARTICLE I.

Name

Section 1. The name of this corporation is and shall be
HARDY BROS., INC.

ARTICLE II.

Duration

Section 1. The duration of this corporation is perpetual.

ARTICLE III.

Objects and Purposes

The principal objects and purposes for which this corporation is organized are as follows:

Section 1. To engage in the promotion, and sale, both of wholesale and retail, of tires, tubes and other accessories for motor vehicles.

Section 2. To provide services and facilities for repair, retreading, recapping and mending of tires and other motor vehicle accessories.

Section 3. To act as distributor, dealers' agent, broker, manufacturers' agent, retailer or wholesaler for all equipment, apparatus, appliances, machinery, tires, tubes, and like accessories, and all necessary material for the sale, repair, mending, recapping, retreading and manufacture of tires, tubes and like.

Section 4. To acquire by purchase or in any other lawful manner real and personal property, and to develop, improve, use, sell, lease or otherwise deal in or dispose of any of said property or any interest therein, and to mortgage or otherwise encumber the same.

Section 5. To engage in any kind of lawful business or activity permitted by a corporation under the laws of Idaho which the shareholders find will directly or indirectly promote the interests of the corporation or will enhance the value of its properties, including the value of its corporate shares. In carrying out its corporate purposes and functions, the corporation shall have and enjoy all of the rights, powers and privileges now conferred upon or hereafter granted to private corporations organized under the laws of Idaho and, in addition, but not by way of limitation, the following rights, powers and privileges:

(a) To lend money to its employees other than its officers and directors, and otherwise to assist its employees, officers and directors.

(b) To make donations for the Public Welfare or for charitable, scientific or educational purposes, and in time of war to make donations in aid of war activities.

(c) To pay pensions and establish pension plans, pension trust, profit sharing plans, stock bonus plans, and other incentive plans for its officers or employees.

Section 6. To subscribe for, own, buy or otherwise acquire,

sell and dispose of and deal in stocks of other corporations, associations and of this corporation; to create in such manner and form as it seems fit any obligation which this corporation may find necessary to create, to borrow money and to give its obligations in writing therefor, and to secure the same by hypothecation or mortgage of its properties, or any part thereof, and to loan money in connection with its business, should it be necessary to do so, and finally, to do any and all things necessary and proper to be done in order to fully carry out the purposes and objects of this corporation.

Section 7. To join with and to enter into contracts with any person, partnership, association, corporation, domestic or foreign, government or governmental authority, political or administrative subdivision, governmental or administrative department, in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out or performing any of the objects and purposes of this corporation.

Section 8. To acquire stock in trade, good will, franchises and property of any person, partnership, or corporation engaged in business similar to that for which this corporation is formed and shall have power to pay for the same in cash or in stock or bonds of this corporation.

Section 9. To have power to conduct business in any State or foreign country, and to maintain offices therein, and to acquire, hold, receive, purchase, lease, mortgage, dispose of and convey real or personal property situate out of the State of Idaho, subject to the laws of such other jurisdiction.

Section 10. The objects and purposes specified in the separate sections of this Article are to be construed both as objects, purposes and

powers and shall, except when otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any section of this, or of any other, section of these Articles, but each object, purpose and power specified in the separate sections under this Article shall be regarded as independent objects and purposes and powers; and the specifications herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of any general power contained in these Articles, or in limitation of the powers granted to corporations under the laws of the State of Idaho, but is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE IV

Offices

Section 1. Principal Office. The principal office for the transaction of the business of this corporation is hereby fixed and located in Boise, Ada County, Idaho. The Board of Directors are authorized to change said principal office or place of business from one location to another, provided, however, that the post office address shall be Boise, Idaho.

Section 2. Branch Office. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is authorized to do business.

ARTICLE V

Directors

Section 1. The Directors of this corporation shall be not less than three (3) nor more than five (5) in number. A majority of the number of Directors shall be necessary to constitute a quorum for the transaction of business of the Directors.

Section 2. The Directors shall have power to determine the

fair value to this corporation of any property, tangible or intangible, and of any necessary services actually rendered to this corporation, offered, received or accepted in payment of or in exchange for shares of the capital stock of the corporation.

Section 3. The Board of Directors shall have power to fix the amount of surplus or working capital, or net profits to be reserved as working capital or for any other purpose, and to determine whether any, or what part of, the net profits shall be declared and paid in dividends.

Section 4. The Board of Directors shall have power to repeal or amend By-Laws, and to adopt new By-Laws, of the corporation, but the shareholders of the corporation, at any regular meeting or at any special meeting called for that purpose, may alter, amend or repeal any such action of the Board of Directors by a two-thirds (2/3) vote of the allotted shares.

ARTICLE VI

Capital Stock

Section 1. The amount of capital stock of the corporation shall be two hundred fifty thousand (\$250,000.00) dollars, divided into Two Thousand Five Hundred (2,500) shares of the par value of One Hundred (\$100.00) Dollars each. All said stock shall be of one class, to-wit: common stock, and shall be non-assessable.

ARTICLE VII

Shareholders

Section 1 (a) The holders of record of a majority of the issued and outstanding shares of stock of the corporation, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders.

(b) At all meetings of shareholders and at all meetings for election of Directors, each shareholder shall be entitled to as many votes as shall equal his or her number of shares of stock issued and of record.

ARTICLE VIII.

Incorporators

Section 1. The amount of capital stock of this corporation which has been actually subscribed is one thousand and two (1002) shares, and the following are the names of the subscribers with the par value of shares subscribed by each.

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Par Value</u>
Theodore T. Hardy	120 Horizon Drive Boise, Idaho	1000	\$100,000.00
Forest H. Schmitt	1200 Chase Street Boise, Idaho	1	\$100.00
Felix D. Nedrow	812 Sylvan Boise, Idaho	1	\$100.00

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, have set our hands this 29th day of September, 1959.

Theodore T. Hardy 120 Horizon Drive, Boise, Idaho

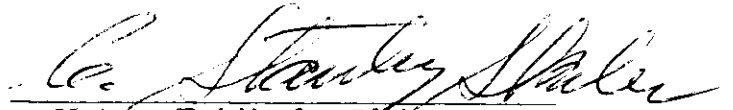
Forest H. Schmitt 1200 Chase Street, Boise, Idaho

Felix D. Nedrow 812 Sylvan, Boise, Idaho

STATE OF IDAHO)
 :SS.
County of Ada)

On this 29th day of September, 1959, before me, the under-
signed, a Notary Public in and for said state, personally appeared
THEODORE T. HARDY, FOREST H. SCHMITT and FELIX D.
NEDROW, known to me to be the persons whose names are subscribed
to the within 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 first above written.


Notary Public for Idaho
Residing at Boise, Idaho.