



CERTIFICATE OF INCORPORATION  
OF

PROTRAN OF IDAHO, INC.

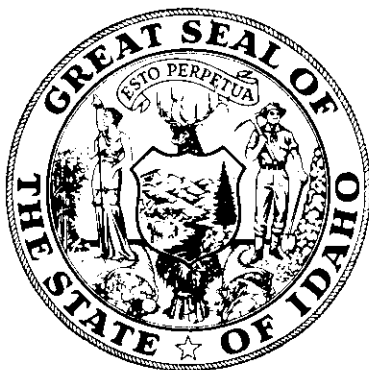
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

PROTRAN OF IDAHO, INC.

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: **August 13, 1982**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF

PROTRAN OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, all being residents of the State of Idaho, of full age and citizens of the United States of America, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "PROTRAN OF IDAHO, INC."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To carry on and conduct a transmission repair business.

(b) To carry on and engage in the business of servicing motor vehicles of any type or kind.

(c) To engage in the business of buying and selling of real estate and any buildings or appurtenances located thereupon, and engaging in the business of construction of necessary buildings and appurtenances thereupon, all for sale or lease.

(d) To buy, sell, own, hold, lease, improve and deal in real estate or personal property of any type and description, whether

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or not the same is used in connection with any of the purposes of the corporation listed herein.

(e) To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(f) To incur indebtedness in such amount as may be deemed necessary, and to borrow money, to evidence such or any indebtedness by the bonds or other written obligations of the corporation; and to secure the payment thereof by mortgage, deed of trust, or other form of encumbrance, upon all or any part of the property, real or personal, of the corporation, whether owned at the time or afterwards to be acquired.

(g) To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

(h) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the board of directors from time to time, without limiting any of the objects and purposes aforesaid. It is expressly declared that the corporation shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or further powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted

by the laws of this state to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this corporation as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

(i) To acquire, invest in, own and dispose of the capital stock of this corporation and of other corporations, and the business property and assets of any person, co-partnership or corporation.

#### ARTICLE III.

The principal address of the corporation is P.O. Box 5406, Boise, Idaho, 83705. <sup>02</sup> The initial registered agent is Richard E. Obendorf at P.O. Box 5406, Boise, Idaho, 83705. <sup>02</sup> *2144 Tablerock Rd*  
*as per Mr. Obendorf.*

#### ARTICLE IV.

The existence of the corporation shall be perpetual.

#### ARTICLE V.

The number of directors of this corporation is fixed as two as long as the provisions of Section 30-139 of the Idaho Code as amended, are complied with; otherwise, if there is not compliance with said Section 30-139 of said Idaho Code, the number of directors is hereby fixed at three. Sandra H. and Richard E. Obendorf of 2144 Tablerock Road, Boise, Idaho, 83702 are the directors.

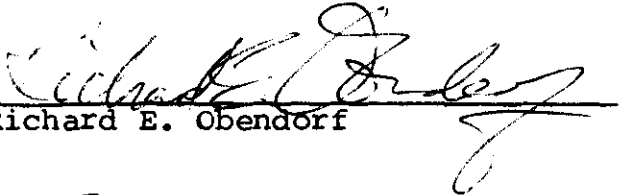
#### ARTICLE VI.


The capital stock of this corporation shall be TWENTY-FIVE THOUSAND & No/100 (\$25,000.00) DOLLARS, to be divided into TWENTY-FIVE THOUSAND (25,000) shares, of the par value of ONE & No/100 (\$1.00) DOLLAR, which stock shall be non-assessable,

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with each share of stock to be entitled to one vote.

IN WITNESS WHEREOF, we the undersigned, the incorporators of the said corporation, have hereunto set our hands, this 23rd day of June, 1982.

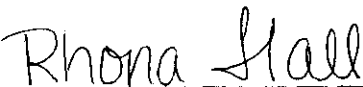
  
Richard E. Obendorf

  
Sandra H. Obendorf

State of Idaho                    )  
                                      :  
County of Ada                    )       ss

On this 23rd day of June, 1982, before me, the undersigned, a notary public in and for said State, personally appeared RICHARD E. OBENDORF and SANDRA H. OBENDORF, known to me to be the persons whose names are subscribed to the within and 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 for Idaho  
Residence: Boise, Idaho