



## 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

**BRUNNELL TIRE SERVICE, INC.**

was filed in the office of the Secretary of State on the **Eighteenth** day  
**March** **Sixty-six**  
**will be** **A.D. One Thousand Nine Hundred** and  
**XXXXXX microfilm**  
duly recorded on Film No. 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**

**Ladiston,** from the date hereof, with its registered office in this State located at  
**Box Four.**  
in the County of

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,  
**18th** **March**  
this **66** day of  
A.D., **19**  
**ARNOLD WILLIAMS,**  
**Secretary of State**

By \_\_\_\_\_  
**Deputy**  
Secretary of State.

ARTICLES OF INCORPORATION

OF

BRUNEEL TIRE SERVICE, INC.

We, the undersigned, being all adult citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I  
(Name)

The name of this corporation shall be "BRUNEEL TIRE SERVICE, INC."

ARTICLE II  
(Term)

The term of existence of this corporation shall be perpetual.

ARTICLE III  
(Purposes)

The corporation's purposes are:

(1) To engage in the manufacture and sale and jobbing of automobile and truck tires, and tires for any and all other vehicles of any sort, and all other rubber goods and automobile accessories. To engage in the buying and selling, at whole-sale and retail, of rubber vehicle tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, retreading, rebuilding or repairing vehicle tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owing of the necessary tools and equipment for such business and the buying, leasing, holding, releasing, selling and conveying the real estate necessary or proper in connection with such business.

(2) To engage in the business of repairing or reconditioning motor vehicles and mechanical products, and other personal property of any kind, sort, character, nature or description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of any or all of such purposes, including wheel alignment and brake replacement or repair.

(3) To engage in any business related or unrelated to that described in paragraphs (1) and (2) above in this article, and from time to time authorized and approved by the board of directors of this corporation.

(4) To acquire by purchase, lease or otherwise, and to improve and to develop real property.

(5) To act as a partner or joint venturer in any transaction and to acquire and use assumed business names and conduct any business thereunder which the corporation may lawfully conduct.

(6) To acquire by purchase or otherwise the stock of this corporation.

(7) To have and exercise all rights and powers from time to time granted to the corporation by law.

#### ARTICLE IV (Principal Office)

The place where the principal office of this corporation shall be maintained, and its principal place of business, is Lewiston, Nez Perce County, Idaho; but the corporation may maintain offices and transact business in any other state in the United States, and the registered address of this corporation in the State of Idaho shall be Lewiston, Idaho.

#### ARTICLE V (Capital Stock)

The total authorized capital stock of this corporation is the sum of Fifty Thousand Dollars (\$50,000.00) divided into five hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share. It may be issued by the corporation from time to time for such considerations as labor, service, money or

property, real or personal, as may be fixed from time to time by the Board of Directors. The stock of this corporation shall be non-assessable.

#### ARTICLE VI (Incorporation)

The names, post office addresses of the incorporators, each being of full legal age, and the number of shares of stock subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Frank C. Bruneel	219 21st Avenue, Lewiston, Idaho	1
Elwyn G. Staples	1702 18th Street, Lewiston, Idaho	1
Sharon L. Bruneel	219 21st Avenue, Lewiston, Idaho	1
Patricia Ann Staples	1702 18th Street, Lewiston, Idaho	1

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of by-laws and the completion of the organization.

#### ARTICLE VII (Directors)

The directors of this corporation shall be not less than three (3) nor more than nine (9), and the number, qualifications and terms of office, manner of election, time, place and manner of calling meetings, and powers and duties of the directors shall be prescribed by the by-laws.

#### ARTICLE VIII

The officers of this corporation shall consist of a president, vice-president, secretary, treasurer or secretary-treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary, all of whom shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each

of the officers shall have such powers as may be conferred upon him by the  
by-laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 16<sup>th</sup> day of March, 1966.

*Frank C. Bruneel*  
FRANK C. BRUNEEL

*Elwyn G. Staples*  
ELWYN G. STAPLES

*Sharon L. Bruneel*  
SHARON L. BRUNEEL

*Patricia Ann Staples*  
PATRICIA ANN STAPLES

STATE OF IDAHO     )  
                              ) ss.  
County of Nez Perce   )

On this 16<sup>th</sup> day of March, 1966, before me, the undersigned, a Notary  
Public in and for said State, personally appeared FRANK C. BRUNEEL,  
ELWYN G. STAPLES, SHARON L. BRUNEEL and PATRICIA ANN STAPLES,  
known to me to be the persons whose names are subscribed to the foregoing  
Articles of Incorporation, and severally 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.

*William A. Hellmou*  
Notary Public in and for said State,  
residing at Lewiston therein.

(SEAL)