

FILED

AUG 26 1 25 PM '98

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
of
Michael's Automotive Services, Inc.**

**ARTICLE I
NAME**

The name of the Corporation is **Michael's Automotive Services, Inc.**

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes:

1. Automotive services.
2. In general, to carry on any other business in connection with the foregoing, whether consulting or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
3. To transact any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 500,000 shares of no-par value common stock, which shall be designated "Common Shares."

MICHAEL'S AUTOMOTIVE SERVICES, INC.
corp-bus.cdb.MICHAELS.INC.08.19.98

IDAHO SECRETARY OF STATE

08/26/1998 09:00
CK: 1938 CT: 19388 BH: 139976

1 @ 100.00 = 100.00 CORP PAGE 1

C 125394

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The following initial director shall serve as director until the first annual meeting of shareholders or until his successor be elected and qualify:

Michael M. Lilley
622 N. 8th St.
Boise, ID 83702

**ARTICLE VII
REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE**

1. The Registered Agent is: Michael M. Lilley.
2. The address of the Registered Office is: 622 N. 8th, Boise, ID 83702.
3. The Incorporator is: Michael M. Lilley, 622 N. 8th, Boise, ID 83702.

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE IX
LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

**ARTICLE XI
AUTHORITY**

Michael M. Lilley shall have authority to establish all banking relationships, and to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of September, 1998.



Michael M. Lilley

