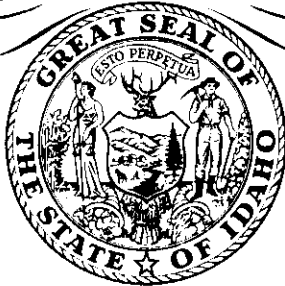


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MOTOR REBUILDERS COMPANY

was filed in the office of the Secretary of State on the **13th** day of **May** A.D., One Thousand Nine Hundred **Seventy-one** and **will be** / duly recorded on ~~film~~ **microfilm** 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 **13th**, .day of **May**, A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION

OF

MOTOR REBUILDERS CO.

KNOW ALL MEN BY THESE PRESENTS, That We, The undersigned, all being citizens of the United States, of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

The name of the corporation shall be Motor Rebuilders Company.

ARTICLE II.

Purposes

(a) To buy, sell, manufacture, all kinds of automotive parts, machinery, accessories, oils, paints, greases of every kind, nature and description, wrecking of automobiles, operate chain stores and general merchandising pertaining to automobiles, automobile salesrooms, supplies and generally deal in all kinds of merchandise, fixtures, and accessories and chattels relating to the sale and manufacture of automobiles; to manufacture, buy and sell and generally deal in all kinds of general merchandise of every kind, nature and description.

(b) To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and descriptions and conduct all business appertaining thereto, including the making of advances on goods stored and deposited with it.

(c) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation and to improve and generally to operate any and all personal property owned by this corporation.

(d) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(e) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country.

(f) To acquire and hold all or any part of the capital stock, assets, or good will of any business of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock

assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or in any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(g) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the monies so borrowed or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debenture, notes or other obligations by mortgages or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(h) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(i) To conduct its business in all or any of its branches in the State of Idaho, and in any and all other States, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(j) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE III.

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE IV.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 219 South 14th Street, Boise, Idaho.

ARTICLE V

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 5,000. The aggregate par value of the stock of this corporation shall be \$50,000.00, and the par value of each of said shares of common stock shall be \$10.00.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Thomas E. Monson	1704 E. Ash, Caldwell, Idaho	One
Louis K. Monson	1704 E. Ash, Caldwell, Idaho	One
Diane E. Fowler	201 E. 33rd, Boise, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.

ARTICLE VII

The capital stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, We the undersigned, for the purpose of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation this 15th day of October, 1970.

Thomas E. Monson
Thomas E. Monson

Louis K. Monson
Louis K. Monson

Diane E. Fowler
Diane E. Fowler

STATE OF IDAHO)
County of Blaine) ss.

On this 30 day of April, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS E. MONSON AND LOUIS K. MONSON known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged that they were over the age of 21 years and were each citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above.

[Signature]
Notary Public for Idaho
Residing at Blaine, Idaho

My Comm. Expires 12-31-72

STATE OF IDAHO)
County of Ada) ss.

On this 5th day of May, 1971, before me, the undersigned, a Notary Public in and for said State, personally appeared Diane E. Fowler known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same, and I further certify that he acknowledged that he is over the age of 21 years and is a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Richard L. Payton
Notary Public for Idaho
Residing at Boise, Idaho