

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

J. & S. Investments, Inc.

was filed in the office of the Secretary of State on **August 12**, 19 **77**
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 **Pocatello** in the county of **Bannock**

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 **12th**
day of **August**, A.D., 19 **77**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

McBermott & McBermott

Attorneys at Law
P. O. Box 3
POCATELLO, IDAHO 83201

(208) 232-3162

ARTICLES OF INCORPORATION

OF

J. & S. INVESTMENTS, INC.

We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is: J. & S. Investments, Inc., and is organized at Pocatello, Bannock County, Idaho.

ARTICLE II.

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III.

PURPOSE

The purposes of this corporation are as follows: to buy, sell, develop, and invest in business properties; to act as a consultant for small businesses; to conduct retail businesses pertaining to new and used cars, reconditioning and servicing of used cars, and to otherwise engage in any lawful business pertaining to any of the foregoing.

To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and

personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

To engage in any business whatsoever, either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

ARTICLE IV.

POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation, provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.
2. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.
3. To borrow money and give security therefor.
4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association or corporation, or with any governmental, municipal, or public authority, domestic or foreign.
5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare, or interests of the corporation or enhance the value or render profitable any of its property or rights.
6. To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company of others.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: Route 3, College Road, Pocatello, Idaho 83201, and the initial registered agent shall be: Jan M. Tibbetts.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

ARTICLE VI.

AUTHORIZED SHARES

The capital stock of the corporation shall be divided into One Thousand (1,000) shares of common stock with no par value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgment of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid in surplus.

ARTICLE VII.

PREEMPTIVE RIGHTS OF SHAREHOLDERS

No stockholder shall sell, assign, convey, transfer or dispose of the capital stock of this corporation unless and until

he shall have first offered the said share or shares of stock in writing to the Board of Directors of this corporation for the benefit of the shareholders of the corporation, which shareholders, within thirty (30) days from the notice in writing to the Board of Directors of intention by the stockholder, shall have the right to purchase said share or shares of stock at book value as reflected by the books of the corporation on the first day of January of the year in which the stock is offered for sale; provided that no shareholders shall have the right to purchase more of the share or shares offered for sale than the number of shares owned by him bears to the total stock issued unless and until all other stockholders have failed or refused to purchase their proportionate part of the shares offered for sale. No transfer, other than by death, of the shares of this corporation shall be valid or binding on the corporation unless the foregoing requirements have been met.

ARTICLE VIII.

INCORPORATORS

The name and post office address of each of the incorporators are as follows:

Jan M. Tibbetts, Route 3, College Road, Pocatello, ID 83201
Sharleen Tibbetts, Rt. 3, College Rd., Pocatello, ID 83201
Keith A. Zollinger, P. O. Box 3, Pocatello, Idaho 83201

ARTICLE IX.

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X.

AMENDMENTS TO BY-LAWS

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

4. ARTICLES OF INCORPORATION

Jan M. Tibbetts
JAN M. TIBBETTS

Sharleen Tibbetts
SHARLEEN TIBBETTS

Keith A. Zollinger
KEITH A. ZOLLINGER

On this 9th day of August, 1977, before me, a Notary Public in and for said state, personally appeared JAN M. TIBBETTS, SHARLEEN TIBBETTS, and KEITH A. ZOLLINGER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

Lenay Brown
Notary Public for Idaho
Residing at Pocatello, Idaho