

# State of Idaho

## Department of State

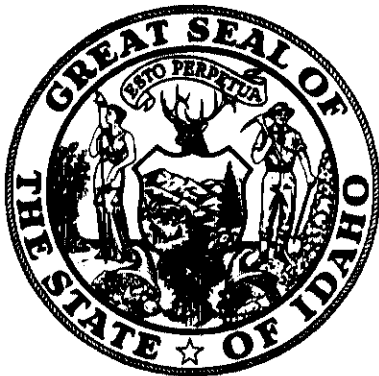
### CERTIFICATE OF INCORPORATION OF

JERRY WESSELS TIRE CENTER, 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 the above named corporation, 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: December 26, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Bakala*

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**ARTICLES OF INCORPORATION**

**OF**

**JERRY WESSELS TIRE CENTER, INC.**

THE UNDERSIGNED, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

Jerry Wessels Tire Center, Inc.

**ARTICLE II**

**PURPOSE**

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, namely:

1. To engage in the business of buying and selling, at wholesale and retail, of parts and accessories, including new and recapped tires of all kinds and descriptions for motor vehicles of all kinds; to maintain a sales, service and repair department; to buy and own tools and equipment for the business; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

2. To purchase, to receive by gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exprothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every kind and character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents,

franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly, or indirectly, to improve the interests of this corporation, and to do all things and to have and to exercise all

powers conferred by the laws of the State of Idaho on corporations formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

7. To engage and carry on any activity of business not prohibited or forbidden by the laws of the State of Idaho.

8. To do any and all acts necessary, convenient, or incidental to each of the purposes and powers enumerated above.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumerations as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitations of said general powers.

**ARTICLE III**

**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE IV**

**STOCK**

The aggregate number of shares of capital stock of this corporation shall be fifty thousand (50,000) shares of no-par stock.

**ARTICLE V**

**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is 416 South Challis, Salmon, ID 83467, and the name of the initial registered agent at such address is Jerry Wessels.

**ARTICLE VI**

**DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is three (3); and the names and addresses of the persons who are to serve as the Directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are as follows:

<b><u>Names:</u></b>	<b><u>Address:</u></b>
Jerry Wessels/President	200 Nighthawk Ln. Hamilton, MT 59840
Dennis Wessels/Vice President	201 North First St. Hamilton, MT 59840

Kaye Wessels/Sec.-Treasurer

200 Nighthawk Ln.  
Hamilton, MT 59840

**ARTICLE VII**

**INCORPORATORS**

The name and address of the person forming this corporation is as follows:

**Name:**

**Address:**

Jerry Wessels

200 Nighthawk Ln.  
Hamilton, MT 59840

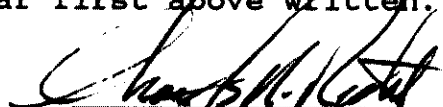
DATED this 17 day of December, 1990,

  
\_\_\_\_\_  
JERRY WESSELS

State of Montana )  
                          : ss.  
County of Ravalli )

On this 17 day of December, 1990, before me, a Notary Public for the State of Montana, personally appeared Jerry Wessels, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he did execute the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Montana

Residing at: HAMILTON  
My Commission expires: 30 June 92

(SEAL)