

# State of Idaho

## Department of State

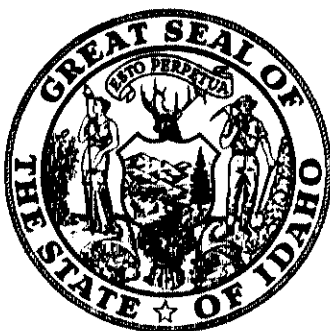
### CERTIFICATE OF INCORPORATION OF

B & B TOWING, 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: October 25, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seikel*

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ARTICLES OF INCORPORATION

OF

B & B Towing, Inc.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being natural persons of full age and a citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

I

The name of the corporation is B & B Towing, Inc.

II

The purposes and object for which the corporation is formed are:

(A) To operate towing vehicles, repair vehicles, to do repairs on all types of motor vehicles and all acts necessary to and in conjunction therewith.

(B) To convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, and appurtenances of all kinds wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(C) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer,

mortgage, pledge or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect hereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(D) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(E) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the board of directors shall authorize, and may be permitted by law;

(F) To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted

directly or indirectly;

(G) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of such business;

(H) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(I) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(J) To have and to exercise any and all powers and privileges now or hereafter conferred by the law of the State of Idaho upon corporations formed under the general corporation laws of said state, or any Act amendatory thereof or supplemental thereto or substitute therefor.

(L) To secure, hold, sell patents, processes, copy rights, proprietary proceedings or methods and all intellectual properties.

(M) To manufacture, salvage, modify items for sale or lease.

The foregoing clauses are to be construed both as objects and powers, and it is hereby expressly provided that enumeration herein of specific objects and powers deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefore, may at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (m) inclusive, of Paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

### III

The corporation is to have a perpetual existence.

### IV

The name and location of the registered agent and office of the registered agent is:

David A. Manko  
9493 Government Way  
Suite C  
Hayden Lake, Idaho 83835

V

The mailing address of the corporate office is:

B & B Towing, Inc.  
413 W. Riverside  
Kellogg, ID 83837

All business mail and other transaction shall be transacted at this address.

VI

The amount of the capital stock of this corporation shall be 10,000 shares, with two (2) classes of shares, (a) 5,000 shares voting, and (b) 5,000 shares non-voting, both classes holding a par value of fifty (\$50.00) dollars each, which stock shall not be bonded until fully paid for and once so issued, shall be nonassessable.

VII

The names and post offices of the incorporators and the number of shares subscribed for by each are as follows:

Claude Bailey, President  
413 W. Riverside  
Kellogg, ID 83837

1 SHARE

LeRoy Ermin Bailey, Vice President  
705 (A) Street  
Pinehurst, ID 83850

1 SHARE

Eddie Arnold Bailey  
# 57 Deer Lane  
Kellogg, Idaho 83837

1 SHARE

## VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business or paying expenses, conducting business or paying debts of the corporation.

## IX

The number of directors of the corporation shall be specified in the by-laws, and such number may be from time to time increased or decreased in such manner as may be prescribed in the by-laws and in accordance with Title 30, Idaho Code. In case of any increase of the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and their successors are elected and qualified.

## X

The names and addresses of the original directors of the corporation are:

Claude Bailey, President  
413 W. Riverside  
Kellogg, ID 83837

LeRoy Ermin Bailey, Vice President  
705 (A) Street  
Pinehurst, ID 83850

Eddie Arnold Bailey  
# 57 Deer Lane  
Kellogg, Idaho 83837

## XI

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation, and any stockholder shall be required to offer their stock before sale to the corporation at the fair market value and the corporation shall have the time of (120) days to purchase same after notification in writing.

## XII

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the board of directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

## XIII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation or any firm of which any director may be a member, may



be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact he, she or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

XIV

The board of directors is expressly authorized to repeal and amend the by-laws of the corporation and to adopt new by-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, or by a majority vote.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 21st day of October, 1993.

Claude Bailey  
CLAUDE BAILEY, Incorporator

Le Roy Ermin Bailey  
LEROY ERMIN BAILEY, Incorporator

Eddie Bailey  
EDDIE BAILEY, Incorporator

STATE OF IDAHO           )  
                                  ) ss  
COUNTY OF KOOTENAI    )

On the 21<sup>st</sup> day of October, 1993, before the undersigned Notary Public in and for the State of Idaho, personally appeared CLAUDE ARNOLD BAILEY, known to me to be the person whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, that they are over the age of eighteen (18) years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

Nelson Cook  
Notary Public in and for the  
State of:

Residing at: Post Falls

My commission expires: 4/20/98

STATE OF IDAHO           )  
                                  ) ss  
COUNTY OF KOOTENAI    )

On the 21<sup>st</sup> day of October, 1993, before the undersigned Notary Public in and for the State of Idaho, personally appeared LeROY BAILEY, known to me to be the person whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, that they are over the age of eighteen (18) years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

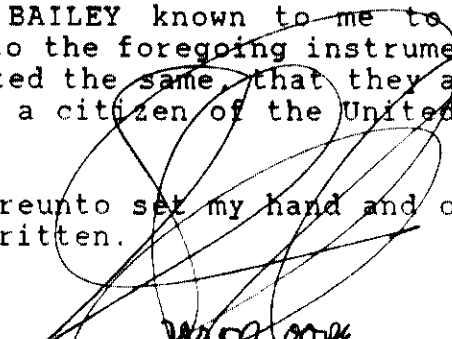
Nelson Cook  
Notary Public in and for the  
State of:

Residing at: Post Falls

My commission expires: 4/20/98

On the 21<sup>st</sup> day of October, 1993, before the undersigned Notary Public in and for the State of personally appeared EDDIE ARNOLD BAILEY known to me to be the person whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, that they are over the age of eighteen (18) years and a citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

  
\_\_\_\_\_  
Notary Public in and for the  
State of:  
Residing at: Post Falls  
My commission expires: 4/20/98