

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

AUTO SERVICE, INC.

was filed in the office of the Secretary of State on the **Thirteenth** day

~~of the~~ **December** ~~of the~~ **Sixty-five** ~~year~~ **and**

~~of the~~ **December** ~~of the~~ **Sixty-five** ~~year~~ **and**

duly recorded on Film No. _____ 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~~

~~Boise,~~ from the date hereof, with its registered office in this State located at ~~Idaho.~~

in the County of _____

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 **December**

A.D., 19 **65**

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 AUTO SERVICE, INC.

4 KNOW ALL MEN BY THESE PRESENTS that we, the undersigned,
5 all of whom are citizens and residents of the United States and
6 over the age of twenty-one years, do hereby make and execute the
7 following Articles of Incorporation for the purpose of forming a
8 corporation under and pursuant to the laws of the State of Idaho,
9 and we do hereby certify:

10 ARTICLE I

11 The name of this corporation shall be AUTO SERVICE,
12 INC.

13 ARTICLE II

14 The purposes and objects for which said corporation is
15 formed are as follows:

16 (a) To lease, build, maintain and operate gasoline
17 stations, supply and service stations, repair shops, buildings,
18 storage houses, and garages for the storing, caring for and
19 keeping of automobiles, motorcycles, and vehicles of every kind,
20 nature, and description.

21 (b) To buy, sell, trade and deal in gasoline, oils,
22 greases, or other fuel and lubricants for automobiles, motor
23 trucks, motorcycles, tractors, and other motor vehicles.

24 (c) To manufacture, buy, sell, import, export, and
25 generally deal in tires for automobiles, motorcycles, bicycles,
26 and vehicles of all kinds and descriptions, whether the said tires
27 be made of rubber, metal composition, or other material or combi-
28 nation of materials; to design, manufacture, buy and sell, supplies
29 and accessories for automobiles, motorcycles, bicycles, automobile
30 trucks, and tractors of every make; to repair, reconstruct, and
31 overhaul automobiles, motorcycles, bicycles and automobile trucks,
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1 and tractors, of all kinds and makes; and generally to manufac-
2 ture, buy, sell and deal in all goods, wares, and merchandise
3 necessary or incidental to the operation, repair, storage, mainte-
4 nance, or equipment of automobiles, motorcycles, tractors, or
5 motor vehicles of any kind and all kinds, manufacture, and de-
6 scriptions.

7 (d) To purchase, take or lease, or in exchange, hire
8 or otherwise acquire any real or personal property, rights or
9 privileges, either within or without the State of Idaho, suitable
10 or convenient for any of the purposes of this business, and to
11 purchase, acquire, erect and construct, make improvements of
12 buildings or machinery insofar as the same may be appurtenant to
13 or useful for the conduct of the business as above specified, but
14 only to the extent to which the company may be authorized by the
15 laws of the State of Idaho.

16 (e) To borrow money for the purposes of this corpora-
17 tion, to issue bonds, notes and debentures and other evidence of
18 indebtedness therefore and to secure the same by mortgage or
19 pledge of personal property, including the income of said corpora-
20 tion, or by mortgage of real property, executed in trust or other-
21 wise. All or any portion of the real or personal property may be
22 so pledged, mortgaged or hypothecated.

23 (f) To enter into any contract, co-operative agreement
24 or profit sharing plan with its officers or employees that the
25 corporation may deem advantageous or expedient, or otherwise to
26 reward or pay such persons for their services as the directors
27 may deem fit.

28 (g) To sue and be sued, appear, complain and defend in
29 any court of law or equity, or before any board, commission or
30 tribunal.

31 (h) To have and use a corporate seal which may be al-
32 tered by majority vote of the board of directors.

ARTICLES OF INCORPORATION-PLS-P.2

1 (i) To receive, acquire, hold, purchase, dispose of,
2 convey, mortgage, and/or lease, real and personal property; to
3 dispose of, sell, lease, assign, transfer, mortgage and/or convey
4 any rights, privileges, franchises, real or personal property
5 of the corporation, other than its franchise of being a corpora-
6 tion, and to acquire, purchase, guaranty, hold, mortgage, own,
7 vote, sell, pledge and/or otherwise dispose of and deal in shares,
8 bonds, securities and debentures and other evidences of indebted-
9 ness in other corporations, domestic or foreign.

10 (j) To appoint such officers, employees and agents as
11 the business of the corporation may require and to allow them
12 compensation.

13 (k) To make by-laws not inconsistent with any existing
14 law for the management of its business and property, the regula-
15 tion and conduct of its affairs, and the certification and trans-
16 fer of its stock, and optionally to provide penalties for the
17 breach thereof not exceeding twenty dollars for any one offense.

18 (l) To issue shares and admit shareholders, and to sell
19 their shares for the payment of assessments or installments.

20 (m) To wind up and dissolve itself, or to be wound up
21 and dissolved.

22 (n) To enter into contracts or obligations of any type
23 or kind essential, necessary or proper to the transaction of its
24 ordinary affairs, or for the purpose of the corporation.

25 (o) To conduct business in this State, other States,
26 District of Columbia, territories and colonies of the United
27 States and in foreign countries, and to have one or more offices
28 and places of business out of this State, and to acquire, receive,
29 hold, purchase, lease, mortgage, dispose of and/or convey real and
30 personal property situate out of this State.

31 (p) To carry on any other business, or to do anything
32 in connection with the objects and purposes above mentioned that

ARTICLES OF INCORPORATION-PLS-P.3

1 may be necessary or proper to accomplish successfully or promote
2 said objects and purposes of this corporation. The foregoing
3 clauses, by reason of specific enumeration of powers, shall not
4 be held to restrict the power of the corporation to do any of the
5 things within the purview of its general purposes.

6 ARTICLE III

7 This corporation shall have perpetual existence.

8 ARTICLE IV

9 The location and post office address of this corporation
10 and its principal place of business shall be 523 Vista Avenue,
11 Boise, Ada County, State of Idaho.

12 ARTICLE V

13 The total authorized capital of this corporation shall
14 be Twenty Five Thousand Dollars (\$25,000.00) divided into Twenty
15 Five Thousand (25,000) shares of common stock of the par value of
16 One Dollar (\$1.00) each. Said capital stock shall be paid in at
17 such times and upon such conditions as the Board of Directors may
18 by resolution direct, either in cash, or by services rendered to
19 the corporation, or by real and personal property transferred to
20 it. Shares of stock, when issued in exchange for services or
21 property pursuant to resolution by the Board of Directors, shall
22 thereupon become and be fully paid up the same as though paid for
23 in cash at par, and shall be non-assessable forever, and the de-
24 termination by the Board of Directors as to the value of any pro-
25 perty or services received by the corporation in exchange for
26 stock shall be conclusive.

27 ARTICLE VI

28 The name and post office address of the incorporators
29 hereof and the number of shares of common stock described in
30 Article V herein subscribed by each are as follows:

31	<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
32	Howard E. Shartner	2677 Hill Road, Boise, Idaho	One Share

ARTICLES OF INCORPORATION-PLS-P.4

1 William R. Eberhardt 2868 Park Circle One Share
Boise, Idaho

2 James W. Derr 4207 St. Andrews Dr. One Share
3 Boise, Idaho

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5 ARTICLE VII

6 At all meetings of stockholders of this corporation,
7 every stockholder of record shall be entitled to one vote for
8 every share of stock standing in his or her name on the books of
9 this corporation. Cumulative voting of shares is hereby authorized.

10 ARTICLE VIII

11 The method and manner of holding directors' meetings and
12 stockholders' meetings, the authority and duties of each of the
13 officers of the corporation, and all other matters for management
14 and control of the corporation shall be determined by the by-laws
15 of this corporation and by the laws of the State of Idaho.

16 ARTICLE IX

17 These articles may be amended in any respect conform-
18 able to the laws of the State of Idaho by a vote of 3/4ths of the
19 stockholders entitled to vote in a meeting of stockholders called
20 for that purpose as prescribed by law.

21 ARTICLE X

22 At any special meeting called to consider the subject,
23 the corporation, upon a unanimous recommendation of the Board of
24 Directors, may dissolve the corporation, provided that at least
25 3/4ths of the members of the Board are present at such meeting,
26 and provided that not more than 1/4th of the stockholders in
27 person or by written notice object thereto. A committee of three
28 shall thereupon be elected to liquidate the assets of the corpora-
29 tion, and each share of capital stock according to the amount
30 thereon shall be entitled to its proportion of its proceeds after
31 all debts of the corporation have been paid.

32 IN WITNESS WHEREOF, we have hereunto set our hands this
10 day of December, 1965.

ARTICLES OF INCORPORATION-PLS-P.5

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William R. Eberhart

Howard E. Shartner

James W. Derr

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 10 day of December, 1965, before me the undersigned a Notary Public, personally appeared HOWARD E. SHARTNER WILLIAM R. EBERHARDT, and JAMES W. DERR, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Patricia A. Seitz
Notary Public for Idaho
Residence: