

# State of Idaho

## Department of State

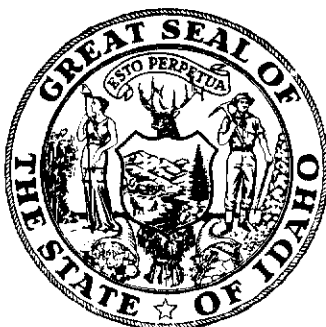
### CERTIFICATE OF INCORPORATION OF

CWP AUTOBRITE, INC.  
File number C 118458

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: February 27, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa Hartline*

**ARTICLES OF INCORPORATION  
OF  
CWP AUTOBRITE, INC.**

FEB 27 2 38 PM '97

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be CWP AutoBrite, Inc.

**ARTICLE II  
DURATION OF CORPORATION**

The period of duration of the corporation shall be perpetual.

**ARTICLE III  
CORPORATE PURPOSE**

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV  
CAPITALIZATION**

The corporation is authorized to issue a total of Ten Thousand (10,000) shares of common stock with no par value.

**ARTICLE V  
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time by resolution of the

IDAHO SECRETARY OF STATE  
DATE 02/27/1997  
0900 68091 3  
CK #: 96072 CUST# 7012  
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EXPEDITE C 1@ 20.00= 20.00

directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The name and address of the person who is to serve until the first annual meeting of the shareholders and until its successor is elected and qualified is:

<u>Directors</u>	<u>Address</u>
William F. Martin	999 Main Street, Suite 1015 Boise, Idaho 83702

#### **ARTICLE VI NO PREEMPTIVE RIGHTS**

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

#### **ARTICLE VII DISTRIBUTIONS FROM CAPITAL SURPLUS**

The board of directors is authorized, from time to time, to distribute to the shareholders out of the corporation's capital surplus, assets of the corporation, whether in cash or property.

#### **ARTICLE VIII LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

**ARTICLE IX  
INDEMNIFICATION**

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

**ARTICLE X  
REGISTERED OFFICE AND ADDRESS**

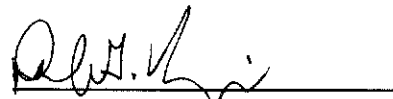
The location of the initial registered office of the corporation is One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Dale G. Higer.

**ARTICLE XI  
INCORPORATOR**

The name and address of the incorporator is as follows:

Dales G. Higer  
One Capital Center, Suite 1015  
999 Main Street  
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this  
27th day of February, 1997.

  
Dale G. Higer