

# 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

*Schaw's*  
*Schaw's, Inc.*

was filed in the office of the Secretary of State on *March 6th*, 19*78*  
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 *Rupert, Idaho* in the county of *Minidoka*

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 *6th*  
day of *March*, A.D., 19*78*.

**Pete T. Cenarrusa**

Secretary of State

\_\_\_\_\_  
Corporation Clerk

# ARTICLES OF INCORPORATION

OF

SCHOW'S, INC.

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States and all of whom are residents of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of Title 30, Chapter 1, Idaho Code, the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

## ARTICLE I

### Name

The name of the corporation is Schow's, Inc..

## ARTICLE II

### Period of Duration

The period of duration of the Corporation is perpetual.

## ARTICLE III

### Purposes and Powers

Section 1. PURPOSES: The purposes for which the Corporation is organized are to conduct the business of operating service stations and repair and mobile repair businesses, which businesses shall include dealing in gasoline and other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, all manner of repairing and overhauling motor vehicles of every description, wherever located, and dealing in any other articles and items useful to or desirable for patrons of such service stations or mobile repair service, washing, polishing, repairing, and storing of motor vehicles, and such other business as is usual, proper, and necessary in such enterprises; and to carry on all other business incident thereto or connected therewith; and to engage in any other lawful activities.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in Section 30-114, Idaho Code.

Section 3. ADDITIONAL POWERS: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the corporation shall have the power to enter into and perform all manner and all kinds of contracts, agreements, and

obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.

#### ARTICLE IV

##### Authorized Shares

The amount of the total authorized capital stock of this Corporation is Five Hundred (500) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

#### ARTICLE V

##### Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation, or any amendment thereto, are granted, subject to this reservation.

#### ARTICLE VI

##### Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is P. O. Box 94, 603 Freemont Avenue, Rupert, Idaho 83350.

#### ARTICLE VII

##### Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of three (3) members.

Section 2. INCREASE OR DECREASE OF DIRECTORS: The number of Directors may be increased or decreased from time to

time by amendment of the Code of By-Laws; but the number of Directors shall not be less than three (3) and no decrease shall have the effect of shortening the term of any incumbent director.

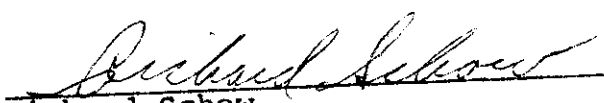
ARTICLE VIII

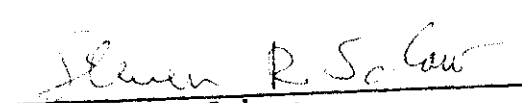
Data Respecting Incorporators


The names and addresses of the Incorporators of the Corporation and the number of shares of common stock subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED BY EACH</u>	<u>ADDRESS</u>
Richard Schow	One	Rupert, Idaho 83350
Steven R. Schow	One	715 6th Street Rupert, Idaho 83350
Delbert "Zip" Chandler	One	1410 H Street Rupert, Idaho 83350

EXECUTED IN TRIPLICATE this 1st day of July, 1977.

  
Richard Schow

  
Steven R. Schow

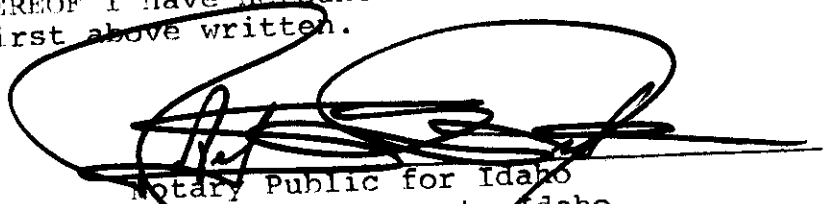
  
Delbert "Zip" Chandler

STATE OF IDAHO )  
County of Minidoka ) ss.

On the 1st day of July, 1977, before me the undersigned, a notary public in and for said State, personally appeared Richard Schow, Steven R. Schow and Delbert "Zip" Chandler, 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 seal the day and year first above written.

(SEAL)

  
Notary Public for Idaho  
Residing at Rupert, Idaho  
My Commission Expires Life