

FILED AT THE REQUEST OF:
Michael Barber
9884 Stony Brook Way
Middleton, ID 83644

FILED EFFECTIVE

2017 JUL 11 AM 9:34

**SECRETARY OF STATE
STATE OF IDAHO**

FILED BY:

Melanie G. Rubocki, Esq.
Perkins Coie LLP
1111 W Jefferson St., Suite 500
Boise, Idaho 83702-5391

**ARTICLES OF INCORPORATION
OF
M&M Collision, Inc.**

The undersigned, acting as incorporator of M&M Collision, Inc. (the "**Corporation**") under the Idaho Business Corporation Act (the "**Act**"), adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is "M&M Collision, Inc."

**ARTICLE 2
CAPITAL STOCK**

A. Authorized Capital.

The Corporation is authorized to issue a total of One Million (1,000,000) shares of common stock, no par value ("**Common Stock**")

B. Voting Rights.

The holders of shares of Company Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law.

C. Preemptive Rights.

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

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D. S Corporation Election.

The Corporation anticipates electing to be taxed as an S Corporation under Section 136d(a) of the Internal Revenue Code of 1986, as amended, until such time as the Corporation becomes ineligible for such election or terminates such election.

**ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE**

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

<u>Name</u>	<u>Address</u>
Corporation Service Company	12550 W. Explorer Dr., Ste. 100 Boise, Idaho 83713

**ARTICLE 4
INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Michael Joseph Barber	9884 Stony Brook Way Middleton, Idaho 83644

**ARTICLE 5
MAILING ADDRESS**

The mailing address of the Corporation shall be: 9884 Stony Brook Way, Middleton, Idaho 83644.

**ARTICLE 6
PURPOSE**

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 7
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE 8
BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 9
INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment).

B. Limitation on Liability.


There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE 10
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned submits these Articles of Incorporation to the Secretary of State for the State of Idaho for filing.

A handwritten signature in black ink, appearing to read 'Michael Barber', is written over a horizontal line.

Michael Joseph Barber, Incorporator