



CERTIFICATE OF INCORPORATION  
OF

AUTOPRO, INC.

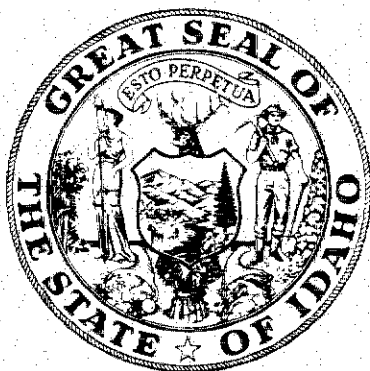
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

AUTOPRO, INC.

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: **August 3, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

AUG 3 8 39 AM '84  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
AUTOPRO, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, citizens of the United States of America, each of legal age, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge, and file these Articles of Incorporation as follows:

Article I.

The name of this corporation is, and shall be AutoPro, Inc.

Article II.

The objects and purposes for which this Corporation is formed are as principals, agents, or otherwise, to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have the power:

(a) To purchase or otherwise acquire, hold, own, use, pledge, lease, rent, exchange, devise, improve, develop, mortgage, sell, convey, or otherwise dispose of, real and personal property

of every kind and description, without restriction or limitation as to amount, in any of the states, territories, districts, or possessions of the United States, or in any foreign countries, except where otherwise provided to the contrary by law.

(b) To enter into any arrangement with others for the sharing of profits or union of interest with respect to any power to conduct by itself, even if such arrangement involves sharing or delegation of control of such transaction, operation, or venture with or to others.

(c) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, collecting premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.

(d) To enter into, make, perform, and carry out any and all contracts or agreements of every kind, amount and character with any person, firm, association, corporation, federal or state government or any political subdivision, or corporation or agency thereof.

(e) To borrow and lend money from and to any person, firm, corporation, association, or federal or state government or any political subdivision, or corporation or agency thereof, and to make, broker, take and execute notes, mortgages, bonds, deeds of

trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise.

(f) To own, hold, lease, or sublet, or to conduct on its own account, or for any person, firm, association, corporation, or federal or state government or any political subdivision, or corporation or agency thereof, all and every kind of merchandise, business, or property necessary or proper to carry on an account of the business of said corporation.

(g) To do and perform every act and thing necessary to carry out the above-enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the corporation, or to the enhancement of the value of its stock, holdings, and property of any kind or character.

(h) To develop, improve, modify, buy, sell, lease, assign, trade, or convey computer and computer-related equipment, programs, and supplies.

### Article III.

The corporate existence of this corporation shall be perpetual.

### Article IV.

The location and post office address of the corporation's

registered office in the State of Idaho shall be 210 North Division Street, Kellogg, Idaho 83837. The registered agent at that address shall be Dave Smith.

#### Article V.

This company shall be capitalized for \$1,000,000. The total authorized stock of this corporation shall be divided into 10,000,000 shares, all of which shall be common stock with a par value of 10¢ per share. Said shares shall be nonassessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Section 30-1-20, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

#### Article VI.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than two (2) and no more than five (5) members, who shall be elected annually by the share-

holders, and who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a shareholder therein. Directors who are to serve for the first corporate year, or until their successors are duly elected, are as follows:

David L. Smith, 210 N. Division, Kellogg, Idaho 83837  
Michael Smith, 210 N. Division, Kellogg, Idaho 83837  
Kenneth Smith, 210 N. Division, Kellogg, Idaho 83837

Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

#### Article VII.

The names, post office addresses, and number of shares subscribed by each of the incorporators, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
David L. Smith	210 N. Division, Kellogg, ID 83837	1
Michael Smith	210 N. Division Kellogg, ID 83837	1
Kenneth Smith	210 N. Division Kellogg, ID 83837	1

#### Article VIII.

In addition to the power conferred upon the shareholders by law, to make, amend, or repeal By-laws for this corporation, the Directors shall have the power to repeal and amend the By-laws and adopt new By-laws, but such powers may be executed only by a

majority of the whole Board of Directors.

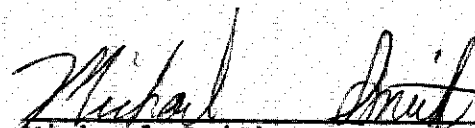
#### Article IX.

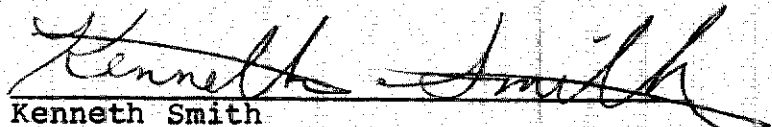
A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided, that such transaction or contract is, or shall be, authorized, ratified, or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority of quorum, any Director, when present, who is so interested, or who is a member of a firm so interested; or (2) at a stockholders' meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders or stock which shall have the same force and effect as though such authorization, ratification, or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the

corporation authorized, ratified, or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer, or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification, or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in quadruplicate this 1st day of August, 1984.

  
David L. Smith

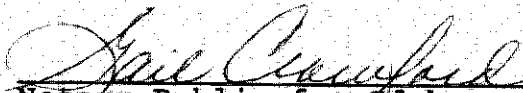
  
Michael Smith

  
Kenneth Smith



STATE OF IDAHO                    )  
                                      ) ss.  
County of Shoshone                )

On this 15<sup>th</sup> day of August, 1984, before me, a notary public, personally appeared DAVID L. SMITH, MICHAEL SMITH, and KENNETH SMITH, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

  
Notary Public for Idaho  
Residing in: Kellogg Idaho