

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

MOSCOW MOTORS, INC.

was filed in the office of the Secretary of State on the **Twenty-fourth** day of **March** A.D. One Thousand Nine Hundred **Fifty-five** and duly recorded on Film No. **89** 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 from the date hereof, with its registered office in this State located at

Moscow

in the County of

Latah

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

24th day of **March**

A.D., 19 **55** .

Secretary of State.

ARTICLES OF INCORPORATION OF
MOSCOW MOTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, do this day voluntarily associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be "MOSCOW MOTORS, INC."

ARTICLE II.

The location of the principal office of the corporation shall be in Moscow, Latah County, Idaho, and the post Office address shall be 223 West Third Street, Moscow, Idaho.

ARTICLE III.

The duration of the corporation shall be without limit of time.

ARTICLE IV.

The objects and purposes to be promoted, transacted or carried on by the corporation, and its general nature, shall be the following:

a. To buy, sell, rent, store, repair and generally care for automotive parts and automotive accessories, and generally to care for and supply parts for motor vehicles of all kinds, together with the sale of gasoline, oils, other petroleum products, tires and equipment.

b. To build, purchase, rent or otherwise acquire and operate buildings, storage space and parts departments in or on which to store, care for and keep automotive parts and accessories, automobiles, motorcycles and motor vehicles of every kind, nature and description. To buy, deal and sell all goods, wares and merchandise necessary or incidental to the operation of an automotive parts supply business, or to the repair of motor vehicles of all kinds and descriptions.

c. To buy, sell, charter, exchange and generally deal in all classes of goods, wares and merchandise and articles of trade of any nature whatsoever, and to do all things subsidiary, necessary or convenient for carrying out and putting into effect the main purposes and objects of the organization of the corporation.

d. To buy, sell, rent, lease and deal generally with real estate, bonds and other types of securities, and all other types of properties of all kinds, on its own account, or on a commission basis.

e. To act as agent for insurance companies in soliciting and receiving applications for collision, property damage, fire, theft, casualty, plate glass, boiler, accident, health and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business.

f. To act as agent for finance companies, and to engage in contracts and buy or sell contracts of all types and kinds for financing the sale or purchase of motor vehicles of all types and kinds, together with any and all other types of chattels; to invest in or to advance and lend money upon motor vehicles and other types of personal property, as well as real property, or mixed securities, including accounts, bonds, bills of exchange, notes, letters of credit, bills of lading, delivery orders, and other mercantile and miscellaneous types of securities.

g. To acquire by purchase, or otherwise, the good will, business, property, rights, franchises and assets of every kind and nature, either wholly or in part, together with the liabilities of any person, firm, association or corporation, and to conduct such type of business in any lawful manner, and to exercise all powers necessary or convenient to the conduct and management of such business.

h. To borrow or raise money for any purpose of the corporation, or any purpose incident thereto, and in so doing to issue bonds, notes or other evidence of such obligation for the moneys so borrowed, and to secure such obligations by pledge or mortgage of any type or kind necessary to the acquisition of funds for the operation of such business.

i. To establish and adopt by-laws for this corporation and to provide therein for the number of directors of the corporation, for their respective terms of office, and to provide therein methods for the increase or decrease of the number of directors of this corporation.

j. Without in any particular limiting any of the objects, or purposes or powers of the corporation, the business or purposes of the company shall be, from time to time, to do any one or more or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith, or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to

promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; and in carrying on its business, or for the purpose of attaining or furthering any of its objects, to do any and all acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law, and either as, or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others and in any part of the world; and in addition to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law authorizing the formation of such corporations.

ARTICLE V.

The corporation is authorized to issue 20,000 shares of stock of the par value of \$1.00 each. All or any part or number of the shares of said stock may be issued by the corporation, from time to time, and for such consideration as may be determined upon and fixed by the board of directors in the manner provided by law, and when such fixed consideration shall have been received by the corporation, such shares shall be deemed fully paid.

ARTICLE VI.

The first board of directors of this corporation shall be three in number, and the names and post office addresses of the directors who shall manage the business thereof until the organization meeting of said corporation, or until the successors of such directors are elected and qualified are the following:

<u>Name</u>	<u>Address</u>
Charles A. Roberts	Moscow, Idaho
Albert E. Leland	" "
Richard A. Brennan	" "

ARTICLE VII.

The names and post office addresses of each of the incorporators of this corporation, together with a statement of the number of shares subscribed by each, is the following:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Charles I. Roberts	Moscow, Idaho	1
Eileen Roberts	" "	1
Albert E. Leland	" "	1
Richard H. Brennan	" "	1

IN WITNESS WHEREOF we, the above named incorporators, have hereunto subscribed our names this 12th day of March, 1938.

Charles I. Roberts
Charles I. Roberts

Eileen Roberts
Eileen Roberts

Albert E. Leland
Albert E. Leland

Richard H. Brennan
Richard H. Brennan

STATE of IDAHO,)
) ss.
County of Latah.)

On this 12th day of March, 1938, before me, the undersigned, a Notary Public in and for said state, personally appeared Charles I. Roberts, Eileen Roberts, Albert E. Leland and Richard H. Brennan, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my notarial seal the date in this certificate above written.

Don Gullett
Notary Public for Idaho, residing
at Moscow, in Latah County.