

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

TWILANN, INC.

was filed in the office of the Secretary of State on the **thirty-first** day of **January** A.D., One Thousand Nine Hundred **sixty-eight** and ~~will be~~ ~~duly~~ recorded on ~~Film No.~~ ~~microfilm~~ 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 **Boise, Idaho** in the County of **Ada**

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 **31st** day of **January**, A.D., 19 **68**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

TWILANN, INC.

WE, THE UNDERSIGNED, being three natural persons of full age, all of whom are natural citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a corporation under Title 30, Chapter 1 of the Idaho Code, and other applicable laws of the State of Idaho.

FIRST

The name of the corporation is and shall be TWILANN, INC.

SECOND

The purposes of the corporation are as follows:

To acquire by purchase, lease or otherwise, to equip, maintain, and operate a general radiator manufacturing and repair shop; to do repairing, welding, soldering, moulding, casting, cutting, stamping and other similar work in the manufacturing and repair of radiators and radiator cores.

To purchase, manufacture, produce, hire, or otherwise acquire, hold, own, use, sell, rent, license the use of, or otherwise deal in and dispose of radiators, radiator cores and other automotive parts and equipment of all nature and description, and goods, wares, and merchandise of every kind and description; to conduct such business either for its own account or as agent, factor, broker, middleman, or representative of others.

To acquire by purchase, lease, or otherwise, and to manufacture, and construct machines, or parts, of any kind or character and to install the same for the use and operation in said radiator business.

To carry on the business of production of radiator products and automotive products of every kind, nature and description.

To generally operate a radiator shop and deal in parts of every kind and nature, including repairs, of automotive or

hydraulic equipment and other kindred equipment, and to deal in all articles commonly supplied or dealt in by persons engaged in a radiator and hydraulic shop, including importing and exporting.

To conduct and carry on the business of and to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To manufacture, buy, sell, or otherwise deal or traffic in iron, steel, manganese, nickel, copper, coal, coke, lumber, and other metals, minerals, or materials, and all or any products or articles consisting or partly consisting of iron, steel, manganese, nickel, copper, coal, coke, lumber, or other metals, minerals, or materials.

To manufacture, prepare for market, market and sell any article or product in the manufacture or composition of which metal is a factor, including fabricating and repairing of the same and other articles necessary or convenient for use in connection with and in carrying on the business herein mentioned, or any part thereof.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

To manufacture, produce, purchase, or otherwise acquire, sell, finance, or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, services,

goods, wares, merchandise, materials, and real and personal property of every kind and description.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD

The duration of this corporation shall be perpetual.

FOURTH

The location and post office address of the registered office of the corporation in the State of Idaho, is 4124 Chinden Blvd., Boise, Idaho.

FIFTH

The total authorized number of par value shares is 150. The aggregate par value of the total authorized number of par value shares is \$15,000.00. The stock of the corporation is of but one class: Common Stock, having a par value of \$100.00 per share

SIXTH

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
W. H. Welborn	Box 388, Heyburn, Idaho	1
Harriet Welborn	Box 388, Heyburn, Idaho	1
Roy Welborn	Box 388, Heyburn, Idaho	1

SEVENTH

The power to repeal and amend by-laws and adopt new by-laws shall rest with the board of directors by a vote of 2/3rd of the directors.

IN WITNESS WHEREOF the incorporators above named have signed their names this 7th day of ~~May~~ ^{January}, 1967.

W. H. Welborn

Harriet Welborn

Roy E. Welborn

STATE OF IDAHO)
) ss.
County of Ada)

On this 7th day of ~~May~~ ^{January}, 1967, before me, the undersigned, a notary public in and for said state, personally appeared W. H. Welborn, Harriet Welborn and Roy Welborn 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 TESTIMONY WHEREOF I have hereunto set my hand and notarial seal the day and year in this certificate above written.

Henry J. Seal
Notary Public for Idaho,
Residing at Boise, Idaho.

39210

No. _____

Articles of Incorporation

of

TWILANN, INC.

Place of business	Boise, Idaho
Existence	Perpetual
Capital Stock	\$15,000.00

STATE OF IDAHO
Department of State
Boise, Idaho

Approved, filed and admitted to the records of articles of incorporation of the State of Idaho and certificate issued this 31st day of January 1968 at 4:30 o'clock P.M.

FEES PAID

Filing	\$ 20.00
Recording	2.40
Cert. Copy	_____
Certificate	6.00
License Tax	15.00

TOTAL \$ 43.40

Pete T. Cenarrusa

SECRETARY OF STATE

BY Margaret Saunman
CORPORATION CLERK

Filed by: Henry Reed, Attorney
Boise, Idaho