



**CERTIFICATE OF INCORPORATION  
OF**

VERN'S TIRE, 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 the above named corporation, 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: February 20, 1990



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

OF

VERN'S TIRE, INC.

RECEIVED  
SEC. OF STATE

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WE, THE UNDERSIGNED, Oliver L. (Vern) Nielson, Maxine Nielson, and Camille Shaver, natural persons of the age of eighteen years or more and citizens of the United States acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be VERN'S TIRE, INC.

ARTICLE II

The duration of this corporation shall be considered perpetual unless otherwise modified in writing by proper authority.

ARTICLE III

This corporation is formed for the following lawful purposes:

- (a) To operate all business functions properly authorized for a business incorporated under the laws of the State of Idaho.
- (b) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may be deemed, directly or indirectly, to improve the interest of this corporation, and to do all things, and to have

and exercise all power conferred or permitted by law.

- (c) Specifically, the purpose of this incorporation is to engage in the automobile and truck tire sales and vehicle service business.
- (d) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no ways limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the aforesaid general powers.

#### ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is Five Hundred Thousand (500,000) shares at a par value of \$100.00 per share. All stock of this corporation shall be common, voting stock. Initially, only Three (3) shares of this stock shall be issued and outstanding as follows:

Oliver L. (Vern) Nielson.....	One (1) Share
Maxine Nielson.....	One (1) Share
Camille Shaver.....	One (1) Share

All remaining shares of stock shall be considered treasury stock of reserve stock and shall not be issued until proper authority for the issuance thereof is forthcoming from the corporation as per the laws of the State of Idaho.

Initially, there shall be a restrictive covenant of all shares of stock providing that no shareholder of this corporation may sell, transfer or in any way encumber the stock of this corporation without a majority authorization of the other shareholders of this corporation. This restrictive covenant can be removed only upon a vote of three-fourths (3/4) majority of the shareholders so indicating. For purposes of this vote, each share of stock will constitute one vote.

The authorized and treasury stock of the corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine.

#### ARTICLE V

The shareholders shall have no pre-emptive rights to acquire additional shares of the corporation prior to the issuance thereof to the general public. Further, no right of first refusal as to future sales of any of the initial stock issued as set forth above shall be granted to any shareholder.

#### ARTICLE VI

The location address of the corporation's initial registered office is 731 North 5th Avenue, Pocatello, Idaho 83201. The name of the registered agent at such address is Oliver L. (Vern) Nielson.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors of this corporation shall be three (3). The name and residence address of such persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified is:

Oliver L. (Vern) Nielson  
1784 Sunrise Way  
Pocatello, Idaho 83201

Maxine Nielson  
1784 Sunrise Way  
Pocatello, Idaho 83201

Camille Shaver  
543 W. Benton #4  
Pocatello, Idaho 83204

#### ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors or any other person, partnership, corporation, firm, association or entity in which one or more of this corporation's directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof in which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such director of this corporation is hereby released from liability which might otherwise exist from such

contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract; or (b) the transaction is either approved by sufficient vote or consent without counting the votes or consents of each interested director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (d) the contract or transaction is fair and reasonable to the corporation. If the fact of such relationship or interest is known, then the common or interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

IN WITNESS WHEREOF I hereunto sign and verify in duplicate these Articles of Incorporation this 16<sup>th</sup> day of February, 1990.

Oliver L. (Vern) Nielson  
OLIVER L. (VERN) NIELSON

Maxine Nielson  
MAXINE NIELSON

Camille Shaver  
CAMILLE SHAVER

STATE OF IDAHO            )  
                              : ss.  
COUNTY OF BANNOCK        )

I, the undersigned Notary Public, hereby certify that on the 16<sup>th</sup> day of February, 1990, OLIVER L. (VERN) NIELSON, MAXINE NIELSON, and CAMILLE SHAVER, personally appeared before me, and being first duly sworn, declared that they are the persons who signed the foregoing Articles of Incorporation and that the statements therein contained are true.

(Seal)

Ronald Jarman  
NOTARY PUBLIC FOR IDAHO  
Residing at Pocatello  
Commission Expires: Life