

# State of Idaho



## Department of State.

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

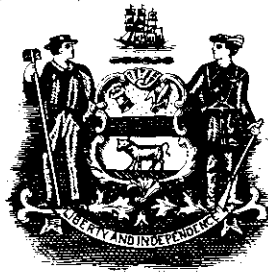
#### VALCAR RENTALS CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Ninth** day of **March**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Ninth** day of **March** 19 **64**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **9th** day of **March**, A.D. 19 **64**.

Secretary of State.

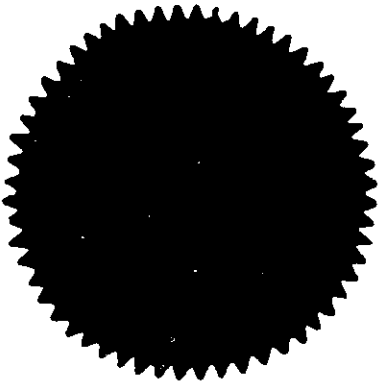


**Office of Secretary of State.**

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Incorporation of the "VALCAR RENTALS CORPORATION", as  
received and filed in this office the twenty-seventh day of February,  
A.D. 1964, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this twenty-eighth day  
of February in the year of our Lord  
one thousand nine hundred and sixty-four.*



*Elisha C. Dukes*

Secretary of State

*A. F. Feltner*

Asst Secretary of State

CERTIFICATE OF INCORPORATION

OF

VALCAR RENTALS CORPORATION

ORGANIZED UNDER THE LAWS OF THE  
STATE OF DELAWARE

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RECEIVED FOR RECORD

A. D.

RECORDER

REGISTERED WITH  
THE PRENTICE-HALL CORPORATION SYSTEM, INC.  
229 SOUTH STATE STREET  
DOVER, KENT COUNTY, DELAWARE

CERTIFICATE OF INCORPORATION

OF

VALCAR RENTALS CORPORATION

FIRST: The name of the corporation is

VALCAR RENTALS CORPORATION

SECOND: Its principal office in the State of Delaware is located at 229 South State Street, in the City of Dover, County of Kent. The name and address of its resident agent is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To acquire by purchase, lease or otherwise automobiles, trucks and other vehicles of every and any kind or character used or useful as a means of transporting persons and property of any and every kind, whether for operation by gasoline, electricity, compressed air, oil, gas or any other means of motive power, either singly or in combination thereof, and parts, accessories and supplies therefor; and to operate, use, sell, lease and hire the same, and to contract with corporations, firms, associations or individuals for operating, using, selling, leasing and hiring the same; to build, own, lease, maintain and operate garages and buildings for the care, repair or storing of automobiles, trucks and other vehicles of every kind, nature and description, either as principals or agents; and to carry on any other business which may be conveniently conducted in conjunction with any of the business aforesaid.

To promote, organize, incorporate, reorganize, finance, procure capital or credit for, or assist financially or otherwise, companies, corporations, syndicates, partnerships, and associations of all kinds, and individuals, and to endorse, underwrite, and subscribe for the bonds, stocks, securities.

debentures, notes, mortgages or undertakings of any company, corporation, syndicate, partnership, association, or individual, and to make any guarantee in connection therewith, or otherwise, for the payment of money, and for the performance of any obligation or undertaking, and to do any and all things necessary or convenient to carry any such purposes into effect.

To investigate, develop, consummate, undertake and carry on any enterprise, business, transaction, or operation, commonly carried on or undertaken by capitalists, financiers, trust companies, contractors, syndicates, merchants, importers, exporters, commission men or agents, and to acquire the good will, rights, and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock, bonds, or notes, or otherwise, and generally, as principal or agent, to institute, enter into, carry on, assist, promote, and participate in financial, commercial, mercantile, and other business, works, contracts, undertakings, and operations.

To manufacture, buy, produce, sell, dispose of, and generally deal in and with, either as principal or agent, and upon commission or consignment, or otherwise, goods, wares, merchandise, commodities, and personal property of any and every kind, and also to advance money to any person, firm or corporation on the security thereof, or on the security of commercial paper, mortgages, notes, or evidences of indebtedness given in evidence of any deferred payments for any property sold by the corporation, or by any person, firm, association, or corporation, and to carry on the business of general commission merchants and purchasing and selling agents.

To hold in trust, issue on commission, make advances upon, sell, lease, license, transfer, organize, re-organize, incorporate or dispose of any of the undertakings or resulting investments aforesaid, or the stock or securities thereof; to act as agent, trustee or depository for any of the above or like purposes, or any purposes herein mentioned, and to act as fiscal agent of any person, firm, association or corporation.

To obtain the grant of, purchase, lease or otherwise acquire any concessions, rights, patents, privileges, franchises, lands, properties, undertakings or businesses, or any right, option or contract in relation thereto, including also, oil lands and oil leases, and to perform, carry out and fulfill the terms and conditions thereof, and to carry the same into effect, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same.

To subscribe for, or cause to be subscribed for, buy, own, hold, purchase, receive, or otherwise acquire, and to sell, negotiate, guarantee, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, and to underwrite shares of the capital stock, scrip, bonds, coupons, mortgages, debentures, debenture stock, securities, notes and evidences of indebtedness, issued or created by other corporations, joint stock companies, or associations, whether public, private or municipal, or any corporate body, and while owner thereof to possess and to exercise in respect thereof, all the rights, powers and privileges of ownership, including the right to vote thereon; to guarantee the payment of dividends on any shares of the capital of any of the corporations, joint stock companies or associations in which the corporation has or may have an interest; and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal or interest of any scrip, bonds, coupons, mortgages, debentures, securities, notes or evidences of indebtedness issued or created by any such corporations, joint stock companies or associations; to become surety for or guarantee the carrying out and performance of any and all contracts, leases and other obligations of every kind of any such corporation, joint stock company or association, any of whose shares, bonds, securities or evidences of indebtedness are held by or for the corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, bonds, securities or evidences of indebtedness.

To purchase, apply for, obtain, or otherwise acquire, any and all letters patent, licenses, patent rights, patented processes and similar rights granted by the United States or any other government or country,

or any interest therein, or any inventions which may seem capable of being used for or in connection with any of the objects or purposes of the corporation, and to use, exercise, develop, sell, lease, grant licenses in respect of, or other interests in the same, and otherwise turn to account, and to carry on any business, manufacturing or otherwise, which may be deemed to directly or indirectly effectuate these objects, or any of them.

To secure, acquire, apply for, register, hold, own, or otherwise dispose of any and all copyrights, trade marks, trade names, and other trade rights.

To borrow money for the purposes of the corporation, and to issue bonds, debentures, notes and other obligations, and to secure the same by pledge or mortgage of the whole, or any part of the property, of the corporation, either real or personal, or to issue bonds, notes, debentures, or other obligations, without any such security.

To issue shares of stock, debentures, debenture stock, bonds, notes, and other obligations for cash or property, or in exchange for the stock, bonds, notes, or securities of any person, firm or corporation.

To enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable or transferable instruments.

To purchase and acquire shares of capital stock, bonds and other obligations of the corporation, from time to time, to such extent, and in such manner and upon such terms as its Board of Directors shall determine, and, from time to time, to accept any such shares, bonds and obligations as security for, or in payment on account, or in satisfaction of, any claim or demand of the corporation, and to re-issue the same from time to time.

To have one or more offices to carry on any or all of its operations and business, and, without restriction

or limit as to amount, to purchase, lease, or otherwise acquire, hold, and own, and to mortgage, sell, convey, lease or otherwise dispose of, real and personal property of every class and description, in any of the States or territories of the United States and in the District of Columbia, and in any and all foreign countries, subject to the laws of such State, district, territory or country.

To do any and all things herein set forth, and in addition such other acts as are incident or conducive to the attainment of the purposes of the corporation, or any of them, to the same extent as natural persons, lawfully might or could do in any part of the world, insofar as such acts are not inconsistent with the provisions of the laws of the State of Delaware.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Delaware.

It is the intention that the purposes, objects and powers specified in this paragraph THIRD and all subdivisions thereof, shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this certificate, and that each of the purposes, objects and powers specified in this paragraph THIRD shall be regarded as independent purposes, objects and powers.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to Ten Thousand Dollars (\$10,000.00).

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:



NAMES

RESIDENCES

R. G. Dickerson  
J. A. Kent  
Z. A. Pool, III

Dover, Delaware  
Dover, Delaware  
Dover, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the By-Laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

TENTH: Meetings of stockholders may be held outside the State of Delaware, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation. Elections of directors need not be by ballot unless the By-Laws of the corporation shall so provide.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH: The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of stockholders, or otherwise.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 26th day of February, 1964.

R. G. Dickerson (L.S.)

J. A. Kent (L.S.)

Z. A. Pool, III (L.S.)

STATE OF DELAWARE

COUNTY OF KENT

} SS.:

BE IT REMEMBERED that personally appeared before me, F. K. Tuller, a Notary Public in and for the County and State aforesaid, R. G. Dickerson, J. A. Kent, and Z. A. Pool, III, all the incorporators who signed the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office this 26th day of February, A. D. 1964.

F. Kenneth Tuller

F. Kenneth Tuller  
Notary Public

F. KENNETH TULLER  
APPOINTED OCTOBER 10, 1963  
FOR TWO YEARS FOR THE  
STATE OF DELAWARE