

**FILED/EFFECTIVE**

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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

CAR STEREO WAREHOUSE, INC.

IDAHO SECRETARY OF STATE

11/30/2000 09:00  
CR: 6199 CI: 13961 MI: 363725

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KNOW ALL MEN BY THESE PRESENTS that ROBERT HEALE, being a natural person of full age and citizen of the United States of America, does hereby certify and adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be "Car Stereo Warehouse, Inc.", and its existence shall be perpetual.

ARTICLE II

The purpose and objects of this Corporation shall be as follows:

1. Retail sales through its duly licensed officers, directors, employees or agents in accordance with the Idaho Corporations Act.
2. To invest its funds in real estate, personal property, mortgages, stocks, bonds, insurance or any other type of investment permitted by said Act.
3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho it is expressly provided that this Corporation shall also have the following powers;
  - a. To acquire by purchase or otherwise and to own hold, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation; Provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

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b. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds, debentures, notes and other securities and obligations of this corporation.

c. To borrow money and give security therefore.

d. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business with any individuals, entity, firm, association, or corporation, or with any governmental, municipal or public authority, domestic or foreign.

e. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its properties or rights.

4. Nothing contained in this Article II shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the Idaho Corporations Act may not at any time lawfully carry on or do.

### ARTICLE III

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by the Corporation and shall have cumulative voting rights to elect Directors.

### ARTICLE IV

1. The location and address of the registered office of the Corporation in this state shall be 1044 Northwest Boulevard, Coeur d'Alene, Idaho 83814.

2. The name of the registered agent of the Corporation at that address shall be Marc E. Wallace.

### ARTICLE V

The number of shares of stock authorized and which may be issued by the Corporation is One Thousand (1,000) shares, which shall consist of common stock with no par value. Each share shall be entitled to one (1) vote.

## ARTICLE VI

The corporation reserves the right to amend, alter, change or repeal any provision contained in those Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute.

All rights of stockholders of the Corporation are granted subject to this reservation.

## ARTICLE VII

1. The number of Directors of the Corporation shall be fixed as provided in the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than one (1) nor more than nine (9).

2. The right and power to repeal, alter, rescind and amend the Bylaws of this Corporation and to adopt new Bylaws is hereby expressly conferred upon the Board of Directors of this Corporation as provided in Section 30-1-271 Idaho Code.

3. The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers, and stockholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the veto, action, or presence of such directors, officer or stockholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transactions shall be avoided and no such director, officer or stockholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation, but not in the case of stockholders who are not directors or officers), the nature of the interest of such director at officer, though not necessarily the details or extent thereof be disclosed or known to the Board of Directors of the Corporation, at the meeting hereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

4. Any contract, transaction, or act of the Corporation, or at the directors or of any officer of the Corporation, which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting or any special meeting called for such purposes shall insofar as permitted by law, be valid and as binding as though ratified by every stockholder of the Corporation.

5. The Board of Directors of the Corporation are hereby specifically authorized to adopt bylaws restraining the alienation of the shares of the Corporation and further providing for the purchase or redemption by the Corporation of its shares.

6. Initially there will be one (1) Director of this Corporation whose name and address are as follows:

Name	Address
Robert Heale	12410 East Indiana Spokane, WA 99216

The term of the first Directors shall be until the first annual meeting of the stockholders of the Corporation to be held as determined in the Bylaws of this Corporation or until their successors are elected and duly qualified.

7. The Corporation shall indemnify each Director and Officer against all liability, damage or expense resulting from the fact that such person is or was a Director or Officer, to the maximum extent and under all circumstances permitted by law; except that the Corporation shall not indemnify a Director or Officer against liability, damage or expense resulting from the Director's of Officer's gross negligence.

#### ARTICLE VIII

The name and address of the incorporator is as follows:

Name	Address
Robert Heale	12410 East Indiana Spokane, WA 99216

