



## 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

**GO-MORE, INC.**

was filed in the office of the Secretary of State on **August 14th**, 19 **78**

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 **Rigby, Idaho** in the county of **Jefferson**

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 **14th**  
day of **August**, A.D., 19 **78**

**Pete T. Cenarrusa**

Secretary of State

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Corporation Clerk

ARTICLES OF INCORPORATION

OF

GO-MORE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident of the United States of America, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and pursuant thereto, we certify as follows:

ARTICLE I

NAME

- 1.0. Name. The name of this corporation is:  
GO-MORE, INC.

ARTICLE II

PURPOSES AND POWERS

2.0. Purposes. Without in any way limiting the powers granted by the laws of the State of Idaho, the purposes for which said corporation is formed and the powers given said corporation are as follows; to-wit:

2.0.1. To deal as wholesale and retail distributor of various products as related to the operation, use, repair and maintenance of automobiles, motor driven vehicles as tractors, machinery, engines, or other gasoline and diesel using devices, and especially as related to any fuel saving instruments, parts, liquids, or substances acquired by the corporation by purchase, lease, rental, or as a result of any franchise, lease, or distribution agreements which have been entered into by the corporation, any of its shareholders or any other parties employed by or associated with this corporation.

2.0.2. To manufacture, construct, buy, sell, produce, dispose of and deal in any parts, liquids, substances, pieces of

equipment, pieces of machinery, or any other like items which may be used in the operations of engines, machines, tractors, automobiles, other types of motor driven vehicles, or any other like item using fuel oil, gasoline, diesel oil, or other oil product derivatives.

2.0.3. To engage in the wholesale and retail sale of all types of fuel saving devices as principle or agent, or otherwise to conduct the aforesaid business and all of its branches; and to do such things as are incidental, proper and necessary in the operation of said business and in carrying out of any or all of said purposes; to construct, erect, own, equip, maintain, operate and use, and to contract with others to construct and erect, and to lease to others to maintain, operate and use shops, storehouses, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise.

2.0.4. To engage in the distribution and installation of fuel economy equipment; in addition thereto the corporation is formed to engage in any other business or trade which, in the opinion of the directors of the company, may be advantageously carried on in connection with or auxiliary to said primary business, and to do all such things as are incidental or conducive to the above objects or any of them.

2.0.5. To carry on or conduct a wholesale or retail distribution business; to solicit, bid, enter into, and perform contracts for the doing of various services or for selling various products and the furnishing of machinery, equipment, appliances, accessories, materials, and supplies of all kinds; and to do all things necessary, proper, or incidental to the attainment of the foregoing purposes.

2.0.6. To engage in the buying, selling, trading, repairing, altering, letting, dealing in, manufacturing of fuel saving devices and appliances of all kinds and descriptions, buying and selling the same on commission or as owners, in the State of Idaho, and letting, hiring, and installing the same.

2.0.7. To engage in the primary business of manufacturing, buying, selling, and otherwise dealing in all kinds of fuel saving devices, liquids or substances, motors, machinery, devices, apparatus, supplies, and accessories.

2.0.8. To engage in the automotive, diesel engine, and other fuel operated motor industry, and as such to manufacture, hold, purchase, or otherwise acquire, buy, sell, both retail and wholesale, produce, secure, receive, procure, make, or otherwise dispose of, and generally deal in articles in those related industries, and all other articles of merchandise of a kindred nature; and to export, import, and deal in all such articles commonly supplied or dealt in by businesses engaged in that same or similar business.

2.0.9. To research, design, develop, manufacture, or otherwise acquire, to sell, or otherwise dispose of, distribute, and to generally deal in and with the gasoline, diesel oil, or other similar fuel saving devices and apparatus used or useful in connection with the operation of any type engine.

2.0.10. To engage in activities that are necessary, suitable, or convenient for the accomplishment of the above mentioned purposes or which are incidental thereto, or connected therewith.

2.0.11. To conduct its business and carry out the above purposes in any state, territory, district, or possession of the United States, or in any foreign country to the extent not forbidden by law.

2.0.12. To manufacture, buy, sell, lease and use machinery, generators, motors, lamps, apparatus, devices, supplies, electrical component systems, and/or electrical components, pertaining to or in any way connected with the production, use, distribution, regulation, control or application of energy, whether electrical or fuel operated apparatus for light, heat, power, transportation, farming, railway, manufacture, heating generation, conservation, transmission, and any and all other purposes; to construct, acquire, purchase, use, sell or lease any works or construction or plants or any parts thereof connected with or involved in the production, use, distribution, regulation, control, or application of any type fuel saving apparatus for any such purposes.

2.1. Powers. This corporation shall have all the powers specified in the Idaho General Business Corporation Act, Idaho Code 30-114, and in addition thereto the following powers:

2.1.1. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

2.1.2. To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of either within or without the State of Idaho and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every description and nature whatsoever which the corporation may deem wise and proper in connection with the conduct of any business or businesses herein enumerated.

2.1.3. To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of, any and all inventions, devices, processes, and any improvements and modifications thereof.

2.1.4. To apply for, purchase, or by other means acquire, hold, sell, assign, lease, mortgage, or otherwise dispose of, and protect, prolong, and renew, whether in the United States or elsewhere, any patents, patent rights, brevets d'inventions, licenses, protections, concessions, trademark and tradenames which may appear likely to be advantageous or useful to the corporation, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same,

and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions, or rights which the corporation may acquire or propose to acquire.

2.1.5. To subscribe for, acquire, by purchase or otherwise, and to own, hold, sell, assign, and transfer shares of the capital stock of any other corporation and to exercise all the rights of a stockholder; to acquire by purchase or otherwise hold and dispose of the stock and bonds of this corporation.

2.1.6. To acquire all or any part of the good will, rights, property, and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to the business of this corporation or otherwise, and to pay for it in cash or in stock or obligations of the corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner in the State of Idaho and/or in any other state, territory, locality, or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Idaho.

2.1.7. To purchase, lease, or otherwise acquire lands and buildings in this state, or elsewhere, for the erection and establishment of a manufactory or manufactories and workshops, with suitable plant, engines, motors, machinery, and equipment with a view to manufacture, buy, sell, import, and export, or otherwise deal in or with, as distributors, and retailers, any of the wares, merchandise, or goods which this company may lawfully manufacture or deal in.

2.1.8. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.

2.1.9. To conduct and carry on its business or any branch thereof in any state or territory of the United States

or in any foreign country in conformity with the laws of said state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, or store.

2.1.10. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful, or advantageous, for the purposes of the corporation, and which can lawfully be done under the laws of the State of Idaho.

2.1.11. To do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Idaho or any part of the world as principals or agents, or otherwise, alone or in company with others, without restriction as to time, place, or amount.

2.1.12. Subject to the limitations and restrictions imposed by law:

To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

2.1.13. To issue both preferred and common stock, and accept payment of subscriptions therefor and such installments, in such manner, on such terms, in money or in property, real or personal, or both, as shall be determined by the board of directors.

2.1.14. It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or inference from the terms of any other paragraph or of any other article, but that the powers and the enumeration of specific

powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

2.1.15. To engage in any business whatsoever either as principal or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

2.1.16. To acquire any and all trademarks, tradenames, and trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States or any other country, state, territory, or locality.

2.1.17. With power, for its corporate purposes, to borrow money, and, from time to time, make accept, indorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or its business, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wherever situated, whether now owned or hereinafter to be acquired.

2.1.18. To enter into any kind of contract or agreement, cooperative, or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.



2.1.19. Employee plans, From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this corporation, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the board of directors.

### ARTICLE III

#### EXISTENCE

3.0. Perpetual Existence. This corporation shall have perpetual existence.

### ARTICLE IV

#### STOCK

4.0. Description of Classes of Shares. There shall be one class of shares, all of which shall be common shares.

4.1. Number of Shares. The aggregate number of shares which this corporation shall have authority to issue is 5,000 shares, with a par value of \$1.00 per share for an aggregate par value of \$5,000.00.

4.2. Voting Rights. Each share shall have equal voting powers; each share entitling the holder to one vote.

4.3. Nonassessable. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

4.4. Internal Revenue Code Section 1244. All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

## ARTICLE V

### PREEMPTIVE RIGHTS AND RELATED MATTERS

5.0. Statement of Preemptive Rights. When the board of directors so determines, each holder of existing shares in this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, in the ratio that the number of shares he holds at the time of the issue bears to the total number of outstanding shares. This right shall be waived by any shareholder who does not exercise it and pay for shares preempted within thirty (30) days of the receipt of a notice in writing from the corporation setting the prices, terms and conditions of the issues of shares and inviting him to exercise his preemptive rights. This statement of preemptive rights does not in any way inhibit or prohibit the directors from issuing stock in the form of stock options.

5.1. Consideration for Shares. Shares of this corporation shall be issued only for cash or services in kind, with the approval of the directors, to an amount not less than the aggregate par value of the shares being issued, or for consideration other than cash, the fair value of which to the corporation is not less than the aggregate par value of the shares subscribed for.

## ARTICLE VI

### PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

6.0. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the board of directors.

6.1. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its shareholders. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of the holders of two-thirds of the shares outstanding shall be necessary to exercise the power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these articles of incorporation.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

(1) The initial registered agent in the State of Idaho of this corporation is:

Robert B. Shippen  
Route 1, Box 72A  
Rigby, Idaho 83442

(2) The initial registered office in the State of Idaho of this corporation has the address as follows:

GO-MORE, INC.  
Route 1, Box 72A  
Rigby, Idaho 83442

ARTICLE VI

INFORMATION ON THE INCORPORATORS  
AND DIRECTORS

The name and post office address of each of the incorporators and directors and the number and class of shares for which each subscribed is as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                             | <u>SHARES</u> |
|-------------------|--|---------------|
| Robert B. Shippen | Route 1, Box 72A<br>Rigby, Idaho 83442     | 300 - common  |
| Vaudis V. Shippen | Route 1, Box 72A                           | 300 - common  |
| Bill W. Terry     | 270 East 19th Street<br>Idaho Falls, Idaho | 200 - common  |
| Macy Terry        | 270 East 19th Street<br>Idaho Falls, Idaho | 200 - common  |

IN WITNESS WHEREOF, the undersigned being the incorporators of this corporation, execute the Articles of Incorporation in triplicate, and certify to the truth of the facts therein stated, and do respectively subscribe to the number of shares hereinbefore set forth after their names, this 29 day of June, 1978.

Robert B. Shippen

Billy W. Terry

Vaudis Shippen

Macy Terry

STATE OF IDAHO )  
 ) ss.  
COUNTY OF BONNEVILLE )

I, the undersigned Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Idaho, certify that on this 29<sup>th</sup> day of June, 1978, before me, personally appeared Robert B. Shippen and Vaudis V. Shippen, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truths therein stated.

WITNESS my hand and notary seal this 29 day of June 1978.

Darrell S. Lundberg  
Notary Public for the State of Idaho

STATE OF IDAHO )  
 ) ss.  
COUNTY OF BONNEVILLE )

I, the undersigned Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Idaho, certify that on this 29<sup>th</sup> day of June, 1978, before me, personally appeared Bill W. Terry and Macy Terry, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truths therein stated.

WITNESS my hand & seal this 29<sup>th</sup> day of June, 1978.

Darrell S. Lundberg  
Notary Public for the State of Idaho

STATE OF IDAHO )  
 ) ss.  
COUNTY OF BONNEVILLE )