



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CIAPP
~~FRANCIS 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 the original of the articles of incorporation of QUALITY TIRE AND SUPPLY CO.

was filed in the office of the Secretary of State on the Sixteenth day of December A.D. One Thousand Nine Hundred Sixty-six and will be duly recorded on 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 Louiston

in the County of Ben Farrow

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 16th day of December, A.D., 1966.

Secretary of State.

ARTICLES OF INCORPORATION
OF
QUALITY TIRE AND SUPPLY CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a business corporation, in compliance with Chapter One, Title 31, Idaho Code as amended, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation shall be QUALITY TIRE AND SUPPLY CO.

ARTICLE TWO

Purposes

The purpose for which said corporation is formed and organized are:

Anywhere in the United States and its territories and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To buy, sell, import, export, trade, and deal in automobile accessories and supplies of every description, including ball-bearings, batteries, bolts, brake-lining, brushes, buckets, carbon scrapers, carburetors, and supplies, cement, enamels, fire extinguishers, fuel strainers, funnels, gaskets, gasoline tanks, generators, gloves, goggles, graphites, greases, hats and caps, headlights, heaters, horns, hoisting jacks, lamps, locks, mats, mirrors, mufflers, oils, oil cans, packings, paints, pastes, pedals, pedal rubbers, pliers, polish, pulleys, pumps, punches, radiators, radiator emblems, rain sheilds, rivets, robe rails, saws, seat covers, shock absorbers, soapstone, spark plugs, spark plug wrenches, spotlights, springs, starters, switches, tires, tire guages, tire locks, tire valve parts, varnishes, veneers, vises, washers, waste, wire wrenches, and all other products, articles,

and appliances used in connection with the use, adornment, repair and rebuilding of pleasure automobiles, trucks, quads, tractors, armored cars, motor boats, and other vehicles and conveyances of kindred nature.

(2) To buy, sell, trade, manufacture, deal in, and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, fleet, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(3) To contract and hire labor necessary or convenient to the conducting and operation of said business.

(4) Doing any and all things regularly, necessarily, properly or incidentally done or to be done in the conduct of any or all of the foregoing businesses.

To carry out such purposes, such corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive but such corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(A) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation; and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign;

(B) In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow, and secure the payment of money on any lawful manner, including the issue and sale, or other disposition, of bonds, debentures, obligations, negotiable and transfer instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sale contract, or otherwise.

(C) To use and apply to surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine.

(D) To appoint such officers, employees, and agents as the business of the corporation may require, and to allow them compensation.

(E) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

(F) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

(G) To invest surplus funds from time to time at the discretion of the board of directors to the corporation.

(H) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situated in or outside of the State of Idaho.

(I) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal office and place of business of this corporation shall be at 29th and Railroad, Lewiston, in the County of Nez Perce, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stock

The capital stock of this corporation shall consist of 50,000 shares of capital stock, same being common voting stock at \$1.00 per share par value. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation.

ARTICLE SIX

Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

Charles A. Fite	119 Ninth Street, Lewiston, Idaho	10,000 shares
Russell F. Gerling	119 Ninth Street, Lewiston, Idaho	10,000 shares
Allyce I. Fite	119 Ninth Street, Lewiston, Idaho	10,000 shares
Ernest E. Jorgenson	1510 Terrace Court, Clarkston, Wash.	1,000 shares

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven; and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

ARTICLE EIGHT

By-Laws

The board of directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change or repeal such by-laws.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation in triplicate this 13 day of December 1966.

Charles A. Fite
Charles A. Fite

Russell F. Gerling
Russell F. Gerling

Allyce I. Fite
Allyce I. Fite

Ernest E. Jorgenson
Ernest E. Jorgenson

Washington
STATE OF ~~IDAHO~~

Wellpuck ss.
County of ~~Nez Perce~~)

On this 13 day of December 1966, before me, the undersigned a Notary Public in and for the State of Idaho, personally appeared Charles A. Fite, Russell F. Gerling, Allyce I. Fite and Ernest E. Jorgenson, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year last above written.

Jane Russell
Notary Public in and for the State of
Idaho, residing at ~~Lewiston~~ Wellpuck
Washington