



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

COOKE'S FOREIGN AUTO REPAIR COMPANY

was filed in the office of the Secretary of State on the **8th** day of **October** A.D., One Thousand Nine Hundred **seventy-five** and ~~will be~~ ^{will be} duly recorded on ~~Film~~ ~~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 **Ketchum, Idaho** in the County of **Blaine**

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 **8th** day of **October**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE

COOKE'S FOREIGN AUTO REPAIR COMPANY

We, the undersigned, being three or more natural persons of full age, at least two-thirds of whom are citizens of the United States, or of its territories or possessions, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

ARTICLE I

The name of the corporation is COOKE'S FOREIGN AUTO REPAIR COMPANY.

ARTICLE II

The purposes and objects for which said corporation is formed are as follows:

- (a) To own and operate an automobile repair facility, which operation shall include purchasing and installation of parts, furnishing of labor and materials in every respect whatsoever for repairing any and all makes of automobiles of every kind, nature and description whatsoever.

(b) To have succession by its corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.

(c) To sue and be sued, appear, complain and defend in any court of law or equity, or before any board, commission or tribunal.

(d) To have and use a corporate seal which may be altered at pleasure.

(e) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and 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 purchase, guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or any instrumentality thereof.

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

(g) To make bylaws 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, and optionally to provide penalties for the breach thereof not exceeding One Thousand Dollars (\$1,000.00) for any one offense.

(h) To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

(i) To wind up and dissolve itself, or to be wound up and dissolved in the manner hereinafter provided.

(j) 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 purpose of the corporation.

(k) To conduct business in this state, other states, District of Columbia, territories and colonies or the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.

(l) To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction, to be an incorporator of other corporations of any type or kind.

(m) To borrow money for the purpose of the corporation, to issue bonds, notes and debentures and other evidence of

indebtedness therefor, and to secure the same by mortgage or pledge of personal property including the income of said corporation or by mortgage or real property executed in trust or otherwise. All or any portion of the real or personal property may be so pledged, mortgaged or hypothecated.

(n) To enter into any contract, cooperative agreement or profit sharing plan with its officers or employees, the corporation may deem advantageous or expedient, or otherwise to pay or reward such person for his services as the directors may deem fit.

(o) 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.

(p) To carry on any other business or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation.

(q) The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

ARTICLE III

The principal office of the corporation in the State of Idaho is P.O. Box 854, Ketchum, Idaho 83340. The registered agent at this address is Timothy Cooke.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The aggregate number of shares of the corporation which it shall be authorized to issue shall consist of One Hundred (100) common shares, all of one class, without par value. Capital stock shall be paid in at such times and upon such conditions as the board of directors may by resolution direct, either in cash or by services rendered to the corporation or by real and personal property transferred to it. Shares of stock then issued in exchange for services or property pursuant to resolution by the board of directors shall thereupon become and shall be fully paid up the same as though paid for in cash at par and shall be nonassessable forever, and the determination by the board of directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI

No shareholder of this corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of this corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of this corporation convertible into shares hereafter issued, optioned or sold by the corporation. Thus, any and all shares of this

corporation and any and all debentures, bonds, notes or securities of this corporation convertible into shares may at any time be issued, optioned and contracted for sale or sold and disposed of by direction of the board of directors of this corporation, to such persons and upon such terms and conditions as may to the board of directors seem proper and advisable, without first offering such shares or securities or any part thereof to existent shareholders.

ARTICLE VII

The names and address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Timothy Cooke	Box 854, Ketchum, Idaho	1
E. Lee Schlender	Drawer LL, Ketchum, Idaho	1
Judy Earl	Box 854, Ketchum, Idaho	1

ARTICLE VIII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation, and cumulative voting of shares is hereby authorized.

ARTICLE IX

The number of directors shall be as specified in the bylaws of the corporation, and such number may from time to

time be increased or decreased in such manner as prescribed by the bylaws. Directors need not be stockholders.

ARTICLE X

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized and empowered:

(a) To make, alter, amend and repeal the bylaws subject to the power of the stockholders to alter or repeal the bylaws made by the board of directors.

(b) No stockholder shall have any right to inspect any of the accounts, books or documents of the corporation except as permitted by Idaho law, unless and until authorized to do so by resolution of the board of directors or of the stockholders of the corporation.

(c) To authorize and issue without stockholder consent obligations of the corporation, secured and unsecured, under such terms and conditions as the board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the corporation, including after-acquired property.

(d) To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus.

(e) To fix the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose.

(f) To establish bonus, profit sharing, stock option or other types of incentive compensation plans for the employees, including officers and directors of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

(g) To designate committees consisting of one or more directors, which to the extent permitted by law and authorized by resolution or bylaws shall have and may exercise the powers of the board.

(h) To provide for the reasonable compensation of its own members by bylaw, and to fix the terms and conditions upon which such compensation will be paid.

(i) In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the board of directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Articles of Incorporation and of the Bylaws of the corporation.

ARTICLE XI

All other matters of management and control of the corporation, including but not limited to the setting of directors' meetings and stockholders' meetings and the authority and duties of each of the officers of the corporation, shall be determined by the Bylaws of this corporation and the laws of the State of Idaho.

ARTICLE XII

These articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

IN WITNESS WHEREOF, we have hereunto set our hands this 2 day of October, 1975.

Timothy Cooke
TIMOTHY COOKE
E. Lee Schlander
E. LEE SCHLENDER
Judy Earl
JUDY EARL

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 2nd day of October, 1975, before me, a Notary Public in and for the County of Blaine, State of Idaho, personally appeared TIMOTHY COOKE, E. LEE SCHLENDER and JUDY EARL, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of COOKE'S FOREIGN AUTO REPAIR COMPANY, and acknowledged to me that they executed the same.

GIVEN UNDER MY HAND AND OFFICIAL SEAL, the day and year first above written.

Lawrence J. Young
NOTARY PUBLIC in and for the
State of Idaho, resident at Ketchum