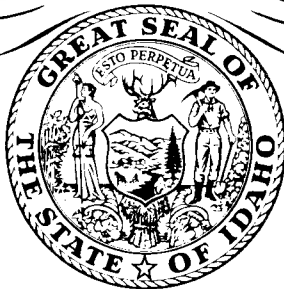


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

SMITH and JOHNSON, INC.

was filed in the office of the Secretary of State on the **Fourth** day
of **March,** A.D. One Thousand Nine Hundred **Sixty-five** and
~~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
Fifty years from the date hereof, with its registered office in this State located at
Salmon in the County of **Lemhi.**

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 **4th** day of **March**,
A.D., 19 **65** .

Secretary of State.

ARTICLES OF INCORPORATION

1 KNOW ALL MEN BY THESE 'PRESENTS: That we, ANDREW H. JOHNSON,
2 CLARA JANE JOHNSON, ROBERT B. SMITH and DOROTHY SMITH, all of
3 Salmon, Idaho, and all United States citizens and all over the age
4 of 21 years, hereby associate ourselves together for the purposes
5 of forming a corporation under the laws of the State of Idaho, and
6 do declare and hereby adopt the following articles of incorpor-
7 ation:

I

8 The name of the corporation shall be SMITH and JOHNSON, INC.
9

II

10 The period of existance and the duration of the life of this
11 corporation shall be 50 years.
12

III

13 The registered office of this corporation shall be located
14 at Salmon, in the County of Lemhi, State of Idaho, or any other
15 place deemed advisable by the Board of Directors, and the post
16 office address of its registered office shall be Salmon, Idaho.
17

IV

18 The object and purposes of this corporation shall be:
19

20 To deal in properties of all kinds and all other products
21 pertaining to automobile and body repair; to engage in business of
22 both wholesale and retail as dealers in manufacturing, mining,
23 oil, dry goods and notions. To own, operate and control chain
24 stores dealing in all kinds of merchandise; to produce and deal
25 in manufacturing; to buy and sell merchandise at wholesale and
26 retail and conduct a general mercantile business; to construct
27 and otherwise acquire, and to maintain and operate hotels, motels
28 and any other form of hostelry; to buy and sell real estate and
29 receive rents and royalties therefrom and conduct a general shop
30 for automobile and body repair business.

V

31 To buy and sell cars, trucks, parts and all allied items
32 and deal in general prokerage business by buying, selling or

1 otherwise trading in motor vehicles and to carry on such other
2 business pertaining to automobile and body repair or other business
3 as may be found necessary or desirable or such as is engaged in by
4 a corporation of this kind and to deal in all kinds of automobile
5 and body repair.

6 To acquire, own and operate mercantile properties. To carry
7 on general mercantile business and to purchase, sell and deal in
8 goods, supplies and merchandise of all kinds and to act as retainers
9 and wholesalers of all kinds of merchandise.

10 To manufacture, buy, sell, rent, store, repair and care for
11 motor vehicles of all kinds, equipment therefor and appurtenances
12 thereto; to build, purchase or otherwise acquire and operate
13 buildings, storage houses and garages for storing, caring for every
14 kind of equipment; to buy, sell and deal in goods, wares and
15 merchandise necessary or incidental to the operation, repair of
16 equipment of all kinds, manufactured and described.

17 To carry on business in the United States or elsewhere as
18 factors, agents, commission merchants to buy, sell, manipulate and
19 deal in, at wholesale or retail, merchandise, goods, wares, products
20 and commodities of every sort, kind or description and to carry on
21 any other business whether manufacturing or otherwise which can be
22 conveniently carried on which any of the company objects.

23 To open stores, offices or agencies throughout the United
24 States or elsewhere, or to allow or cause the legal estate and
25 interest in any properties or business acquired, established or
26 carried on by any other company formed or to be formed, upon trust
27 for, or as agents or nominees of this company, and to manage the
28 affairs or take over and carry on the business of any such other
29 company formed or to be formed, and to exercise all or any of the
30 powers of any such company, or of holders of shares of stock or
31 securities thereof, and to receive and to distribute as profits the
32 dividends and interest on such shares of stock and securities. To
purchase or otherwise acquire and undertake all or any part of the

1 business, property and liabilities of any persons or company,
2 carrying on any kind of business which this company is authorized
3 to carry on. To enter into partnership or into any arrangement
4 for sharing profits, union of interest, reciprocal concessions, or
5 co-operate with any person or company carrying on or about to
6 carry on any business which this company is authorized to carry on,
7 or any business or transaction capable of being conducted so as,
8 directly or indirectly, to benefit this company.

9 To have and to hold in pure trust real estate of all
10 descriptions and to act as agents, contractors, trustees or other-
11 wise, and either alone or in company with others, as fully and to
12 the same extent as natural persons might or could do and in any
13 part of the world.

14 To acquire by purchase, subscription or otherwise, and to hold
15 as an investment, any bonds or other securities or evidences of
16 indebtedness, or any shares of capital stock created or issued by
17 any other corporation or corporations, association or associations,
18 of the State of Idaho, or of any other state, territory or country.

19 To purchase, hold, assign, transfer, mortgage, pledge, or
20 otherwise dispose of, any bonds or other securities or evidences
21 of indebtedness created or issued by any corporation or corporations,
22 association or associations of the State of Idaho, or any other
23 state, territory or country, and, while owner thereof, to exercise
24 all the rights, powers and privileges of ownership.

25 To purchase, hold, sell, assign, transfer, mortgage, pledge
26 or otherwise dispose of shares of the capital stock of any other
27 corporation or corporations of the State of Idaho, or of any other
28 state, territory or country; and, while owner of such stock, to
29 exercise all the rights, powers and privileges of ownership,
30 including the right to vote thereon.

31 To aid in any manner any corporation or association of which
32 any bonds or other securities or evidences of indebtedness or stock

1 are held by the corporation; or to do any actions or things
2 designed to protect, preserve, improve or enhance the value of any
3 such bonds or other securities or evidences of indebtedness of
4 stock.

5 The purposes of the corporation are from time to time to do
6 any one or more of the acts and things herein set forth.

7 In general, said corporation shall have and exercise all the
8 powers conferred by the laws of the State of Idaho upon business
9 corporations.

10 In furtherance, and not in limitations of the general powers
11 conferred by the laws of the State of Idaho, and by the principles
12 of the common law, upon corporations, and of the purposes and the
13 powers hereinbefore stated, the corporation shall also have the
14 following purposes and powers, it being expressly provided that the
15 enumeration of specific powers shall not be construed to limit or
16 restrict in any manner the aforesaid general powers of the corpor-
17 ation. The power to repeal and amend the by-laws and adopt new
18 by-laws is conferred upon the directors and all directors must be
19 share holders.

20 To enter into, make and perform and carry out contracts of
21 every sort and kind with any person, firm, association or corpor-
22 ation, municipality, body, politic, territory, state, government
23 or colony or dependency thereof, and without limit as to amount to
24 draw, make, accept, indorse, discount, execute and issue promissory
25 notes, drafts, bills of exchange, warrants, bonds, debentures, and
26 other negotiable or transferable instruments, and evidences of
27 indebtedness whether secured by mortgage or otherwise, as well as
28 to secure by mortgage or otherwise, so far as may be permitted by
29 the laws of the State of Idaho.

30 To acquire and carry on all or any part of the business or
31 property of any company engaged in a business similar to that
32 authorized to be conducted by this company, or with which this

1 company is authorized under the laws of this state to consolidate,
2 or whose stock the company under the laws of this state and the
3 provisions of this certificate is authorized to purchase, and to
4 undertake in conjunction therewith, any liabilities of any person,
5 firm, association or company described as aforesaid, possessing
6 property suitable for any of the purposes of this company, or for
7 carrying on any business with this company which this company is
8 authorized to conduct, and as for the consideration for same to
9 pay cash or to issue shares, stocks or obligations of this company.

10 To apply for, secure, acquire by assignment, transfer, purchase
11 or otherwise, and to exercise, carry out and enjoy any charter,
12 license, power, authority, franchise, concession, rights or
13 privileges, which any government or authority or any corporation
14 or other public body may be empowered to grant; and to pay for, aid
15 in and to pay for, aid in and contribute towards carrying the same
16 into effect, and to appropriate any of the company's shares of stock,
17 bonds and assets to defray the necessary costs, charges and
18 expenses thereof.

19 To purchase, acquire, apply for, register, secure, hold, own,
20 or sell or otherwise dispose of, any and all copyrights, trade-
21 marks, trade names, distinctive marks, leases, options or royalties.

22 To apply for, bid in, secure, contract for, hire out and carry
23 out all kinds of investigations of properties, laboratory or other-
24 wise, and to construct or cause to be constructed, mills, processing
25 plants and reductions plants and any and all other objects needed
26 for the proper co-ordination of all and any furniture manufacturing
27 in the State of Idaho, or in any other state, territory or country
28 and to accept payment for such services in cash or kind or in any
29 other legal and valuable kind of payment.

30 To purchase or otherwise acquire, own and hold unlimitedly
31 such real and personal property of every kind and description
32 within and without the state of Idaho, and in any part of the world,

1 suitable, necessary, useful and advisable in connection with any or
2 all of the objects hereinbefore or hereinafter set forth, and to
3 convey, sell, assign, transfer, lease, mortgage, pledge, exchange
4 or otherwise dispose of any of such property.

5 In the purchase or acquisition of property, business, rights
6 or franchises, or for additional working capital, or for any other
7 object in or about its business or affairs, and without limit as
8 to amount, to incur debt and to raise, borrow and secure the pay-
9 ments of money in any lawful manner, including issue and sale or
10 other disposition of bonds, warrants, debentures, obligations,
11 negotiable and transferable instrument and evidences of indebtedness
12 of all kinds, whether secured by mortgage, pledge, deed of trust
13 or otherwise.

14 To promote any individual company or companies for the pur-
15 pose of acquiring all or any of the property and liabilities of the
16 company, or for any other purpose, which may seem directly or
17 indirectly calculated to benefit the company.

18 To carry on any other business, whether manufacturing or other-
19 wise, which may seem to the company capable to being conveniently
20 carried on in connection with its business or calculated directly
21 or indirectly to enhance the value of or render profitable any of
22 the company's property or rights.

23 The said corporation may perform any part of its business
24 outside the State of Idaho, in any other state, territories or
25 possessions of the United States and in foreign countries.

26 To do each and all things above set forth to the same extent
27 and as fully as natural persons might do or could do in the State
28 of Idaho, or in any other, state, country or place.

29 To do each and every thing necessary, suitable, useful or
30 advisable for the accomplishment of any one or more of said objects,
31 or which shall at any time appear to be conducive to or expedient
32 for the benefit of said corporation in connection therewith.

