

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**D & L Automotive, Inc.**

09 OCT 23 PM 2:15

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, does hereby associate ourselves into a corporation under and pursuant to the provisions and by virtue of the laws of the State of Idaho, and for that purpose do hereby make, subscribe, acknowledge, certify and set forth as follows:

**Article 1:** That the name of the corporation shall be:

**D & L Automotive, Inc.**

**Article 2:** The amount of the total authorized capital stock of the corporation is 10000 shares of common stock of no par value.

**Article 3:** The person designated, as the corporation's resident agent shall be Dennis B. Graham and the address where process may be served upon the corporation is located at 163 Thula St. Unit 2, McCall, Idaho 83638.

**Article 4:** The name and post office address of the incorporator signing these Articles of Incorporation is as follows:

**NAME**

**DENNIS B. GRAHAM**

**POST OFFICE ADDRESS**

**163 Thula St. Unit 2  
McCall, ID 83638**

IDAHO SECRETARY OF STATE  
10/23/2009 05:00  
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**Article 5:** The mailing address of the corporation shall be: 163 Thula St. Unit2,  
McCall, ID 83638.

**Article 6:** The nature of the business to be transacted and the objects and purposes  
to be promoted and carried on by the corporation shall be as follows:

- (a) To engage in any lawful business.
- (b) To export from and import into the United States, and its territories and possessions, and any and all foreign countries as principal or agent, merchandise, commodities, and property of every kind and nature.
- (c) To perform services of every kind and nature authorized by law for any person, firm, association or corporation. To enter into, make, perform and carry out contracts of every kind and character with any person, firm association or corporation.
- (d) To manufacture, purchase, sell and deal in, export and import personal property of all kinds other than and in addition to goods, wares, and merchandise hereinbefore set forth and described, and to pledge, hypothecate, or to otherwise encumber the same in any manner whatsoever, or to borrow thereon, in such ways and to such extent as may be prescribed or required by the laws of any state of the United States or any other country.
- (e) To mortgage, pledge hypothecate and trade in all manner of goods, wares, merchandise, commodities and products, including machinery and mechanical appliances of every description.
- (f) To acquire by purchase, lease or otherwise, the goodwill, business, property, assets, franchises and rights, in whole or in part of any person, firm, association or corporation; and to assume all or any of the liabilities thereof and to pay for the same in cash, with the stock of this corporation or its debentures, or bonds, or otherwise, and to hold, maintain, operate and conduct, as well as in any manner to dispose of, the whole or any part of the property so acquired, but always in accordance with, and subjects to, the laws of the State of Idaho.
- (g) To borrow money and contract debts when necessary for the transaction of the business of the corporation, for the exercise of its corporate rights, privileges or franchises, or for any other purpose of its incorporation; also to issue bonds, promissory notes, bills of exchange, debentures and at specified time or times, or payable upon the happening of a specified events or events, and when necessary to secure the same or any part thereof, or any part or parts of the same by mortgage, pledge or otherwise, for money borrowed or goods purchased or for payment of property bought or acquired or for any other lawful obligation; also

to issue, sell and dispose of certificates of investment or participation certificates, upon such terms and under such conditions are or may be prescribed by the laws of the State of Idaho, or by the bylaws of the corporation.

(h) To loan the funds of the corporation upon notes, bonds, mortgages, deeds of trust, debentures or other securities, or property, real, personal or mixed, or otherwise.

(i) To receive, collect and dispose of principal and interest, dividends, income, increment and profits upon or from all or any notes, stocks, bonds, deeds of trust, debentures, securities, obligations and other property held, owned or possessed by the corporation or any other person, firm or corporation as escrow or trustee or for the use and benefit of the corporation and to exercise in respect of all such stocks, bonds, mortgages, deeds of trust, notes, debentures, obligations, securities and all other property and any and all bonds, any and all rights of individual ownership thereof.

(j) To guarantee the payment of dividends or interest on shares of stock of this corporation or upon the contracts, stocks, bonds or other securities or agreements of this corporation, or of any other person or corporation, and also to become surety, guarantor or indemnitor in connection with any of the foregoing purposes for the payment of money or for the performances of other obligations.

(k) To act as agent, attorney in fact, trustee, or in any other representative capacity for other persons, firms or corporations.

(l) To guarantee, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock, or of any bonds, securities or evidences of indebtedness, created by any other corporation or corporations of the State of Idaho, or of any other state or government, and while owner of such stocks to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(m) To purchase, hold sell, transfer and reissue shares of its own capital stock, but always in accordance with, and as permitted by the laws of the State of Idaho, and the bylaws of the corporation.

(n) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, public, private or municipal or any body politic, and with any state or with the government of the United States or any dependency thereof as well as any foregoing government; and in general to carry on and conduct and engage in any business in connection with the foregoing, either as manufacturer, dealer, principal, agent, or otherwise permitted to corporations organized under the laws of the State of Idaho.

(o) To establish, maintain, operate, conduct and carry on in the State of Idaho and in any or all of the general states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign country, its business or any part or parts thereof and as many other businesses, stores, plants, factories, mills, warehouses, offices and agencies as may be necessary or deemed expedient for the corporation and its business as

well as for the extension, expansion and exploitation of the affairs, operation and benefit of the corporation.

(p) And generally to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental or pertaining to or growing out of the aforesaid purposes or powers, and/or any of them, provided the same be not inconsistent with the laws of the State of Idaho; and also to exercise any and all of powers conferred upon corporations by the laws of the State of Idaho which now exist or which may be here after conferred upon or granted to corporations by the laws of the said State of Idaho.

**Article 7:** the members of the governing board shall be known as Directors and the number thereof shall be no less than one (1), nor more than three (3), the exact number to be fixed by the bylaws of the corporation; provided, that when all of the shares of the corporation are owned beneficially and of record by either one or two stock holders, the number of directors may be decreased to less than three (3) but not less than the number of stockholders:

The names and post office addresses of the first board, consisting of two (2) Directors, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Dennis B. Graham	P.O. Box 2412 McCall, ID 83638
Laura R. Graham	P.O. Box 2412 McCall, ID 83638

**Article 8:** The capital stock, after the amount of the par value has been paid in, shall be subject to no further assessment to pay debts of the corporation.

**Article 9:** This corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of incorporation, in the manner now or hereafter prescribed by statute or by these Articles of incorporation.

**THE UNDERSIGNED**, being the original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the state of Idaho and in pursuance of the Corporation Laws of the State of Idaho, does make a file this certificate, hereby declaring and certifying that the facts herein stated are true.

**IN WITNESS WHERE OF**, I accordingly have hereunto set my hand and seal this  
23<sup>rd</sup> Day of October 2009.

A handwritten signature in dark ink, appearing to read 'D B M', is written over a horizontal line.

**DENNIS B. GRAHAM**