



CERTIFICATE OF INCORPORATION
OF

BOB DOERR, INC.

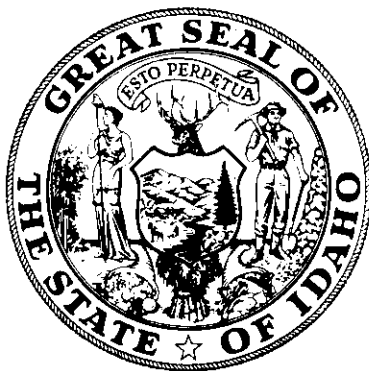
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BOB DOERR, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **September 16, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

BOB DOERR, INC.

SEP 16 8 35 AM '83
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, BOB DOERR, who is a full aged citizen of the State of Idaho and of the United States of America and a bona fide resident of the State of Idaho, has this day voluntarily associated myself and do by these Articles of Incorporation unite myself for the purpose of forming a corporation under the laws of the State of Idaho, and I hereby certify:

I.

That the name of the corporation shall be BOB DOERR, INC.

II.

That the purposes for which said corporation is formed are as follows:

a) To engage in the retail and wholesale sale of automotive accessories and services of all types.

b) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any one or more of the objects herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation and to also engage in all and any businesses contemplated and within the purview of Idaho Code 30-101 and subsequent sections of title Thirty (30) Idaho Code. In general, to do any business which a natural person may do under the laws of the State of Idaho.

III.

The period of existence of this corporation shall be perpetual.

IV.

The location and post office of the registered office of the corporation in the State of Idaho is North 3025 Government Way, Coeur d'Alene, Idaho 83814. The corporation shall have the power to become a partner with any other natural person or legal entity and to enter and join in any agreements and cooperative relationship not forbidden by law. The registered agent of this corporation is BOB DOERR, North 3025 Government Way, Coeur d'Alene, Idaho 83814.

V.

This corporation shall have power to guarantee the payment of the principal and interest upon bonds, notes or other evidences of secured indebtedness or obligations, or the performances of the contracts or other undertakings of any corporation, co-partnership, syndicate, individual or others, and to enter into, make, perform, and carry out contracts of every kind and lawful purpose, with any person, firm, association, corporation, syndicate or others.

VI.

This corporation shall have the power to make charitable contributions.

VII.

The total number of par value shares authorized is five hundred (500) shares of non-assessable voting, common stock having a par value of ONE HUNDRED DOLLARS (\$100.00) per share. The aggregate par value of the total authorized number of par value shares being \$50,000.00. Each share of common stock shall have one vote. The company is permitted to purchase its own stock.

VIII.

The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase

at such respective equitable prices, terms and conditions as should be fixed by the board of directors, such of the shares of the corporation that may be shares held in the treasury of the corporation from time to time, or as may be authorized from time to time over and above 500 shares of common stock authorized by the original Articles of Incorporation of the corporation. Such pre-emptive rights shall be exercised in the respective ration which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

IX.

This corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock, bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

X.

The number of directors of this corporation is three and may be altered from time to time as provided by the By-Laws. The directors need not be stockholders. Initially, there shall be three (3) directors of this corporation, who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify, namely:

Bob Doerr
North 3025 Government Way
Coeur d'Alene, ID 83814

Marsha Doerr
North 3025 Government Way
Coeur d'Alene, ID 83814

George Anderson
Underwood, ND 58576

XI.

No contract or other transaction between this corporation and any other corporation shall in any way be affected or

invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm so interested shall be disclosed or shall be known to the board of directors or such members thereof, as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken. Any director of this corporation who is also a director or officer of such other corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

XII.

The board of directors shall have the power to make or amend By-Laws of the corporation except as concerns their term of office and compensation.

XIII.

These articles may be amended or any addition thereto by a two-thirds vote of the number of outstanding shares of common stock at any regular meeting of shareholders or at any special meeting called for that purpose.

XIV.

The name and address of the person who is the incorporator is as follows:

Name:	Address:	Shares:
Bob Doerr	North 3025 Government Way Coeur d'Alene, ID 83814	250

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, does make and file this agreement and has accordingly made, signed and acknowledged these Articles of Incorporation this 13th day of September, 1983.

Robert B. Doerr
Bob Doerr, Incorporator

STATE OF IDAHO)
 ss.
County of Kootenai)

On this 13th day of Sept., 1983, before me, the undersigned Notary Public, personally appeared BOB DOERR, known to me to be the incorporator of the corporation and that the document was executed on behalf of the said corporation and it was acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.

Monica M. Greensted
Notary Public for Idaho
Residing at: Coeur d'Alene
Life Commission