

16460/22474

# State of Idaho

## Department of State

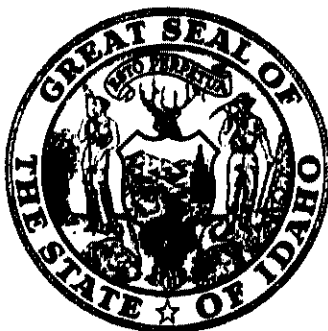
### CERTIFICATE OF INCORPORATION OF

SUN POWER AUTOMOTIVE CENTER, 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 the above named corporation, 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: October 4, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Jonys Coulson*

Corporation Clerk

**ARTICLES OF INCORPORATION**  
**OF**  
**SUN POWER AUTOMOTIVE CENTER, INC.**

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SEC. OF STATE

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

**ARTICLE ONE - Name**

The name of the corporation is Sun Power Automotive Center, Inc.

**ARTICLE TWO - Purposes**

The purposes of the corporation are to engage in the process of maintaining, fixing and repairing mechanical vehicles, motors, and accessories and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE THREE - Duration**

The period of duration of a corporation is perpetual.

**ARTICLE FOUR - Registered Office and Registered Agent**

The address of the corporation initial registered office in the State of Idaho is 1800 Garrett Way, City of Pocatello, County of Bannock, State of Idaho 83201. The name of the corporation's initial registered agent at such address is M.B. Clark, Esq.

**ARTICLE FIVE - Stock**

The total authorized number of par value shares of stock is Two Thousand (2000). The aggregate par value of the total authorized number of par value shares is Two Hundred Thousand

Dollars (\$200,000.00).

#### ARTICLE SIX - Directors

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Vaughn Theodore Denney  
810 Garden Drive  
Chubbuck, Idaho 83202

John Scott Denney  
2040 Ada  
Pocatello, Idaho 83201

#### ARTICLE SEVEN - Elimination of Personal Liability

All personal liability of a Director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director, is eliminated but shall not limit liability of a director:

- (a) For any breach of the Director's duty of loyalty to the corporation or its stockholders.
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (c) Provided for under Section 30-1-48, Idaho Code.
- (d) For any transaction for which the director derived an improper personal benefit.

#### ARTICLE EIGHT - Incorporators

The name and address of the incorporators are:

Vaughn Theodore Denney  
810 Garden Drive  
Chubbuck, Idaho 83202

John Scott Denney  
2040 Ada, Pocatello, Idaho 83201

EXECUTED in duplicate on this 2<sup>nd</sup> day of October, 1991.

Vaughn Theodore Denney  
Vaughn Theodore Denney

John Scott Denney  
John Scott Denney

STATE OF IDAHO

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COUNTY OF BANNOCK

On this 2<sup>nd</sup> day of October, in the year 1991, before me, a notary public in and for said State personally appeared, Vaughn Theodore Denney and John Scott Denney known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]  
Notary Public for Idaho  
Residing at Pocatello, Idaho

(Seal)