



Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

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
IDAHO-PACIFIC DISTRIBUTORS, INC.

a corporation duly organized and existing under the laws of *Washington* has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the *15th* day of *October*

1975, a properly authenticated copy of its articles of incorporation, and on the *15th* day of *October* 1975, a designation of *Dale G. Higer, T. H. Eberle and J. R. Gillespie* in

the County of *Ada* as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 *15th* day of *October*, A.D., 19 *75*.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in my office the annexed is a true and correct copy of the Articles of Incorporation of **IDAHO-PACIFIC DISTRIBUTORS, INC.**

_____ which has been duly filed and recorded in my office in accordance with law; I further certify no amendments to the Articles have been filed and that the above named corporation has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1976; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.



In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

October 6, 1975

Bruce K. Chapman

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

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SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
IDAHO-PACIFIC DISTRIBUTORS, INC.

KNOW ALL MEN BY THESE PRESENTS that I, the undersigned,
a citizen of the United States of America, a resident of the State of Washington,
being over the age of twenty-one (21) years, in order to form a corporation
for the purposes hereinafter stated under and pursuant to the laws of
the State of Washington, being specifically Chapter 23A of the Revised
Code of Washington, and for the purposes aforesaid, do hereby execute
and adopt the following Articles of Incorporation in triplicate original,
to-wit:

ARTICLE I

The name of this corporation shall be and is hereby declared
to be Idaho-Pacific Distributors, Inc..

ARTICLE II

The objects and purposes for which this corporation is formed
and the powers which it shall have and exercise are hereby agreed and
declared to be as follows:

1. To acquire, own and hold any and all real property or
personal property necessary or convenient to carry on the operations
which will be or are conducted by the corporation on which are or may
be in the furtherance of the corporate purposes of this corporation as defined
herein.

2. To acquire by purchase, lease, or otherwise, lands and
interests in lands, and to own, hold, improve, develop and manage any
real estate so acquired, and to erect, or cause to be erected on any lands

owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, improve or alter any buildings or other structures now or hereafter erected on any lands owned, held or occupied by it, and to encumber, sell, agree to sell or otherwise dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To acquire, purchase, lease, manufacture, or otherwise develop any personal property deemed necessary or useful in the improvement, development or management of any property, real or personal, and to deal in any personal property deemed beneficial to the corporation, and to encumber, sell, contract to sell or otherwise dispose of any personal property at any time owned or held by the corporation.

4. To engage in the business of buying and selling real estate or personal property or both.

5. To design, manufacture, buy, sell, import and export supplies, parts and accessories for automobiles, automobile trucks and tractors of every kind and make. To repair, reconstruct and overhaul automobiles, trucks and tractors of all kinds and makes. To engage in the business of buying and selling gasoline, kerosine, lubricating oils and greases, antifreeze, tires and other supplies for automobiles and motor vehicles of every kind and make. To buy, sell, import and export bicycles and accessories for bicycles. To engage in the general wholesale and retail business.

6. To make and enter into any kind of contract relating to real and personal property, not expressly forbidden by law.

7. To obtain loans or to raise money to any amount permitted by the laws of the State of Washington by the sale or issuance of bonds, notes,

debentures, collateral trust certificates or other obligations of whatever kind and nature, and to secure the same by the use of any pledge, mortgage, trust deed or other security device of any kind whatsoever, covering real property, personal property or both real property and personal property.

8. To acquire by purchase, subscription, contract or otherwise, for use by it in the conduct of its business or investments, or for any purpose not prohibited by law, any and all property, real and personal, tangible and intangible, and any and all forms of securities, including but not limited to shares of stock, either common or preferred, bonds of every kind and nature, debentures, notes, mortgages, contract interests and evidences of indebtedness of every kind, and to issue in exchange for such property or in payment thereof, its stock, debentures, bonds or other obligations or securities; to exercise any and all rights, powers and privileges of individuals in the ownership of interest in any and all securities, shares of stock for evidence of interest, including the right to vote any and all shares of stock and the right to consent to any act requiring consent in connection with any such evidences of interest. To join with other individuals, partnerships, corporations or entities of whatever kind and nature authorized by the State of Washington in the execution of any and all agreements, contracts of sale or purchase, instruments affecting or transferring, conveying or leasing real property or personal property either as joint obligor, endorser or grantor.

9. In the event, however, this corporation shall acquire shares of its own stock, the same shall be considered to be held by it as treasury stock unless there be a specific declaration at the time of acquisition thereof that such shares of stock are to be held in some other capacity and in some other form, and in no event shall any of the voting shares

held by this corporation either as treasury stock or otherwise be voted by the corporation or by any person, whether such stock is owned by the corporation directly or indirectly.

10. To form, promote or aid in the formation or promotion of any new corporation in any manner permitted and allowed by the laws of the State of Washington, or to merge with any existing corporation or to cause any existing corporation to be merged with any other existing corporation or reorganized or liquidated, whether such corporation be domestic or foreign and for any purpose, provided the same shall not be inconsistent with the purposes and objectives of this corporation.

11. To form, promote or aid in the formation or promotion of any partnership, general or limited, in any manner permitted by and allowed by the laws of the State of Washington, or to associate with or become associated with any existing partnership, limited or general, or to cause any existing partnership, limited or general, to be associated with any other existing partnership, limited or general, provided that the businesses and objectives of such partnership, and the objectives for which said associations are established shall not be inconsistent with the purposes and objectives of this corporation.

12. To establish and maintain offices either inside or outside of the State of Washington in such numbers as the Board of Directors may determine necessary.

13. To engage in any business authorized by the laws of the State of Washington.

14. To assume and exercise all rights, powers and privileges that are now or may hereafter be conferred by law upon similar corporations and to have the right of perpetual succession, the right to sue and be sued,

to make any and all contracts to which reference has heretofore been made, to acquire, own and transfer any and all real, personal or mixed property as hereinbefore specified by instruments which may or may not require the common seal of the corporation, the form of which shall be established by the Board of Directors of this corporation, and at such times as the Board of Directors may require.

15. The objects, powers and privileges specified herein shall, except where otherwise expressed, be in no way limited or restricted by inference from the term of any clause or paragraph of these Articles of Incorporation, and the foregoing shall be construed as a grant of powers as well as a statement of objectives, the enumeration of which shall not limit or restrict in any manner the general powers conferred upon the corporation by the laws of the State of Washington.

ARTICLE III

This corporation shall have and is declared to have perpetual existence.

ARTICLE IV

The location and principal registered office of this corporation is and shall be 620 Legion Way, Olympia, Washington 98501.

The registered agent of this corporation is and shall be Thomas Mackin, and said agent's address is 620 Legion Way, Olympia, Washington 98501.

ARTICLE V

This corporation may if the Directors shall by resolution so provide have a corporate seal and if provision be made for such seal, it shall have inscribed thereon the words "Idaho-Pacific Distributors, Inc.". The form thereof shall be established by the Directors of this corporation.

ARTICLE VI

These Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Washington. For amendment of these Articles, a favorable vote of a majority of the directors of the corporation must be cast for a resolution recommending such amendment and in addition thereto a favorable vote of two-thirds (2/3) of the voting stock for such amendment at a stockholders meeting must be obtained, or in the alternative, the written assent of the stockholders thereto as provided by R.C.W. 23A.44.090.

ARTICLE VII

The amount of the authorized capital stock of this corporation shall be \$50,000.00, which shall be divided into 500 shares of stock of this corporation which shall have a par value of \$100.00 per share, which stock shall be fully paid and be non-assessable.

ARTICLE VIII

The corporation will not commence business until consideration of the value of at least \$500.00 has been received for issuance of shares.

ARTICLE IX

The original directors of this corporation, together with their addresses and the terms of their offices are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
Thomas Mackin	620 Legion Way Olympia, Washington	Until August 1, 1976
Karl Folk	620 Legion Way Olympia, Washington	Until August 1, 1976
Monica Mackin	620 Legion Way Olympia, Washington	Until August 1, 1976

Said directors shall manage the affairs of this corporation until the first regular meeting of the stockholders of this corporation and

until their successors are elected and qualified. The first annual meeting of the stockholders of this corporation shall be held on the 1st day of August, 1976, and an annual meeting of the stockholders of this corporation shall thereafter be held on the 1st day of August of each year thereafter succeeding. There shall regularly be elected three directors of this corporation and they shall hold office for a period of one year thereafter and until their successors are elected and qualified. In the event of a vacancy occurring during the year, such vacancy shall be filled by the appointment of the remaining directors.

The directors of this corporation are hereby authorized and directed at their first meeting to elect a President and Secretary-Treasurer. The duties and powers of these officers shall be as the directors may by resolution define.

ARTICLE X

The directors of this corporation are hereby vested with the authority to make, alter and repeal By-Laws for this corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

ARTICLE XI

The name and post office address of the incorporator of this corporation and the statement of the number of shares subscribed to him is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Thomas Mackin	620 Legion Way Olympia, Washington	5

ARTICLE XII

No contract or other transaction between the corporation and any other corporation or association and no acts of the corporation shall

be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in such transaction or act of the corporation or by the fact that such directors may also be directors or officers of such other corporations or associations; and any director, individually, or a firm with which the director may be associated, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or said firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who has also been a director or officer of such other corporation or association or who is so interested may be counted in determining the existence of a quorum in 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 a director or officer of said corporation or association or not so interested.

ARTICLE XIII

The corporation shall indemnify any person who is, was or who is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he was or is a director, trustee, officer, employee or agent of the corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any suit, action or proceeding by judgment

order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, reasonable cause to believe that his conduct was unlawful.

The corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he was or is a director, trustee, officer, employee or agent of the corporation, against expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense or settlement of such suit or action if he acted in good faith, and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to the claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duties to the corporation unless and only to the extent that the Court to which such action or suit was filed shall determine upon application, but despite the adjudication of liability, then in view of all of the circumstances of such case, said person is fully and reasonably entitled to indemnity for such expense which the Court shall deem proper.

To the extent that the director, trustee, officer, employee or agent has been successful in the merits or otherwise in the defense of any action, suit or proceeding referred to in the three preceding paragraphs above, wherein the defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys fees, actually and reasonably incurred by him in connection therewith.

Any indemnification shall be made by the corporation only as authorized in the specific case upon the determination that the indemnification of the director, trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct as set forth above. Such determination shall be made by the Board of Directors by majority vote of a quorum consisting of the directors who are not parties to such action, suit or proceeding, or if such quorum is not obtainable, by independent legal counsel in a written opinion or by a majority vote of the stockholders.

The expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid for by the corporation in advance of the final disposition of such action, upon receipt by the corporation of an undertaking by or on behalf of the director, trustee, officer, employee or agent to repay said amount, unless it should ultimately be determined that he is qualified to be indemnified.

Indemnification provided for in this section shall not be deemed exclusive of any other right to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The corporation is authorized to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the corporation, against any liability asserted against him and incurred by him in any such capacity arising out of his status as such, whether or not the corporation would have had the power to indemnify him against such liability.

ARTICLE XIV

This corporation shall have the right of first refusal in the event of the offered sale of any of the shares of its stock by any of its stockholders. In the event, accordingly, that any stockholder of this corporation shall desire to sell the share or shares of stock held by him in this corporation and in the event that he shall receive a bonafide offer for the purchase of said share or shares of stock, then in that event, he shall forthwith prior to the acceptance of such offer for sale of such share or shares of stock advise this corporation in writing of the terms and conditions under which such sale is proposed and the purchase price in full therefore and that such stockholder is willing to sell on such terms and conditions; this corporation shall then have the right to purchase such share of stock at the offered purchase price and under the same terms and conditions under which the owner thereof is willing to effect a sale thereof; and this corporation shall have the right to give notice of its acceptance or rejection of the sale within thirty (30) days from the date it receives written notice of the proposal for the sale thereof. In the event this corporation shall have failed to either accept or reject such offer within said thirty day period following the date of the receipt of such written notice, then the stockholder shall be entitled to proceed with the sale of the share of stock without further notice to this corporation.

In the event that any share of the stock of this corporation is transferred by the owner thereof without notice to this corporation or without compliance with the provisions of the foregoing paragraph, then in that event, this corporation shall upon written notice thereof or within six months thereafter be entitled to acquire said share or shares of stock by paying to the transferee thereof the full cash consideration paid by

