

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

KAPS WAREHOUSE, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-six** and
will be **-----microfilm**
duly recorded on Film No. 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
perpetual existence

from the date hereof, with its registered office in this State located at
Blackfoot, in the County of **Bingham.**

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 **March**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KAPS WAREHOUSE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age and citizens of the United States have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

I.

That the name of the corporation shall be KAPS WAREHOUSE, INC.

II.

That the purposes for which this corporation is formed are:

1. To engage in and carry on a general business in the manufacture, sale, purchase, repair, rebuilding and distribution of automobiles, motor cars, motor trucks, other mechanically propelled vehicles, tractors, machinery, implements, tools, and parts, supplies, attachments and accessories for any such articles; to buy, sell, trade, exchange and deal in, all of such articles and any other articles and merchandise as may from time to time be deemed necessary, proper and expedient in the conduct of such business.
2. To rent, service, repair, store and care for any of such articles; to acquire, own and hold patents, improvements and franchises pertaining to the matters and things enumerated herein; to conduct a general garage, filling and service station, including the dealing in gasoline and other petroleum products, all kinds of oils and products used for motor fuel or lubrication. To buy, sell, trade, exchange and deal in any other articles or commodities necessary, proper or desirable in the conduct of such business, and to do each

and every thing necessary, suitable or proper for the accomplishment of any of the objects herein enumerated of which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

3. To transact the business of investing on behalf of itself and/or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, in selling or otherwise disposing of the same, or any part thereof, or interest therein.

4. To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

5. To loan money on any stock, bond, debenture, participation, certificate, contract or other writing, or personal property, or upon the security of real estate, and to collect said loans, together with interest thereon.

6. To purchase, or otherwise acquire, to own, hold, use and enjoy, to improve, lease, mortgage, sell and transfer, exchange or otherwise dispose of; to invest in, trade in and deal with, and deal in, real estate of every kind and description.

7. To purchase, buy, invest in, guarantee, underwrite, or acquire any note, bond, stock, debenture, participation, security contract, overdraft, claim, judgment, choses in action, real estate, fixtures, furniture, or any other asset not herein enumerated.

8. To sue and be sued, appear and complain and defend in any Court of law and equity, or before any Board, Commission or Tribunal.

9. To make secured loans in any amount, and to sell participations in such loans, either with or without recourse, and to hold collateral in connection therewith in trust for the holders of participations, and to hold

the evidence of debt in connection with such loans, and to issue evidences of interest of any person, partnership, firm, or corporation or association which may purchase any interest in such loan; and to enforce the collection thereof ✓ for the benefit of the holders of such participations.

10. To do all things necessary, essential, convenient or proper for the accomplishment of any and all of the aforementioned purposes or the attainment of any and all of the objects above mentioned or incident to the powers herein named, or which shall at any time appear to be conducive or expedient or beneficial to this corporation, and to such end to have any and all powers conferred upon corporations organized under the general laws of the State of Idaho.

III.

Subject to the dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

IV.

That the principal place of business, and the registered office and the location and Post Office Address of the registered office of said corporation shall be 164 West Judicial, City of Blackfoot, County of Bingham, State of ✓ Idaho.

V.

That the total authorized capital stock of said corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00), divided into Two Hundred Fifty Thousand (250,000) shares, of the par value of One Dollar (\$1.00) each, and all of such capital stock shall be common stock.

VI.

That the number of directors of said corporation shall be at least three (3) and shall not exceed six (6), to be elected annually.

VII.

The Board of Directors shall have the power to repeal and amend the

By-Laws of the corporation and adopt new By-Laws at any meeting of the Board of Directors. All By-Laws shall be subject to amendment, alternation and repeal by the Stockholders at any annual meeting or at any special meeting called for such purpose.

VIII.

The capital stock of this corporation shall be non-assessable and ✓
the private property of the shareholders of this corporation shall not be liable for the debts, obligations, or liabilities of this corporation.

IX.

The following are the names and Post Office addresses of the incorporators, together with the number of shares subscribed by each:

NAME	ADDRESS	SHARES
O. REED KIRKHAM	24 Horrocks Drive, Blackfoot, Idaho	1
RUTH L. KIRKHAM	24 Horrocks Drive, Blackfoot, Idaho	1
JAMES L. KIRKHAM	24 Horrocks Drive, Blackfoot, Idaho	1

IN WITNESS WHEREOF, we have hereunto set our hands this _____
day of March, 1966.

O. Reed Kirkham

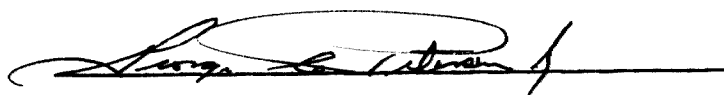
Ruth L. Kirkham

James L. Kirkham

STATE OF IDAHO,)
) ss.
County of Bingham.)

I HEREBY CERTIFY that on this 12th day of March, 1966, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared O. Reed Kirkham, Ruth L. Kirkham, and James L. Kirkham, known to me to be the persons whose names are subscribed to the within and foregoing 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.



(Seal)

Notary Public for State of Idaho

Residing at: Idaho Falls, Idaho.

My Commission Expires: 3/15/67