

State of Idaho

Department of State.

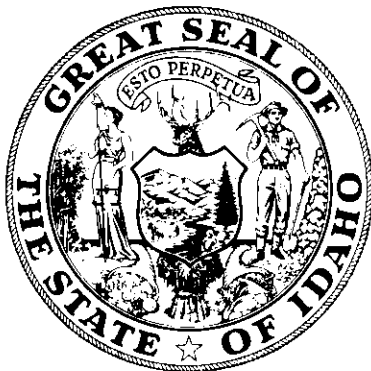
CERTIFICATE OF AUTHORITY OF

FIRESTONE STORES OF IDAHO FALLS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **FIRESTONE STORES OF IDAHO FALLS, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **FIRESTONE STORES OF IDAHO FALLS, INC.** to transact business in this State under the name **FIRESTONE STORES OF IDAHO FALLS, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 3, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is FIRESTONE STORES OF IDAHO FALLS, INC.
2. *The name which it shall use in Idaho is FIRESTONE STORES OF IDAHO FALLS, INC.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is February 25, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, 100 W. 10th St., Wilmington, DE 19801
6. The street address of its proposed registered office in Idaho is 300 N. 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to engage in any lawful activity or activities for which corporations may be organized under the Business Corporations Act of Idaho
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHMENT	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1750	Common	Without par value

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1750</u>	<u>Common</u>	<u>No par value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 19, 19 83.

FIRESTONE STORES OF IDAHO FALLS, ID.

By Janette N. Fisher
Janette N. Fisher
Its Vice President

and Elizabeth E. DeMoreo
Its Assistant Secretary

STATE OF OHIO)
COUNTY OF SUMMIT) ss:

I, Barbara L. Owensby, a notary public, do hereby certify that on this 19 day of September, 19 83, personally appeared before me Janette N. Fisher, who being by me first duly sworn, declared that he is the Vice President of FIRESTONE STORES OF IDAHO FALLS, INC.

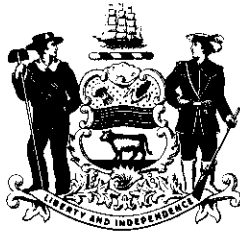
that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

BARBARA L. OWENSBY
Notary Public for the State of Ohio
My Commission Expires August 19, 1987

Barbara L Owensby
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

President	Lyle D. Hahn	Idaho Falls, Idaho	1060 Northgate Mall
Vice President	C. H. Radebaugh	Akron, Ohio	1200 Firestone Parkway
Vice President	J. N. Fisher	Akron, Ohio	1200 Firestone Parkway
Secretary	J. L. Sauder	Akron, Ohio	1200 Firestone Parkway
Assistant Secretary	E. E. DeMarco	Akron, Ohio	1200 Firestone Parkway
Treasurer	F. G. Frese	Akron, Ohio	1200 Firestone Parkway
Assistant Treasurer	D. F. Seele	Akron, Ohio	1200 Firestone Parkway
Assistant Treasurer	G. H. Royer	Akron, Ohio	1200 Firestone Parkway

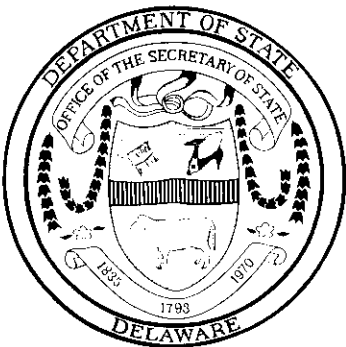


Oct 3 3 29 PM '83
SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ February 25, 1983.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *K. Sagg*

February 25, 1983

DATE: _____

FILED

FEB 25 1983 10AM

CERTIFICATE OF INCORPORATION
OF
FIRESTONE STORES OF IDAHO FALLS, INC.
A DELAWARE CLOSE CORPORATION

Mark C. Kuylen
SECRETARY OF STATE

FIRST. The name of the corporation is FIRESTONE STORES OF IDAHO FALLS, INC.

SECOND. The address of the corporation's registered office in the State of Delaware is 100 West Tenth Street, City of Wilmington, County of Newcastle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful activity or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 1750, all of which shall be common stock, no par value.

FIFTH. Shares of stock of the corporation shall be issued and held by each and every shareholder of the corporation and subject to the following provisions:

- (a) All of the issued and outstanding stock of all classes shall be held of record by not more than 30 persons, as defined in Section 342(c) of the General Corporation Law of the State of Delaware.

- (b) The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.
- (c) Any minority shareholder shall have the right to require the majority shareholder to purchase all shares of stock held by such minority shareholder at any time up to 90 days following the date he ceases to be the store manager, President and an employee of the corporation, for any reason. Upon receipt of written notice from any minority shareholder, the majority shareholder shall purchase all shares of stock held by such minority shareholder. The purchase price of such shares shall be determined in accordance with the shareholders' agreement among the shareholders and the corporation in effect at that time.
- (d) No issuance, sale, assignment, transfer or other disposition of shares of stock of the corporation shall be made except as approved by the shareholders of the corporation as being in compliance with the foregoing provisions.
- (e) Any dividends paid to the holders of the common stock, no par value, may be paid ratably or non-ratably as may be agreed by the shareholders.

SIXTH. The business of the corporation shall be managed by the shareholders who shall be deemed to be directors for purposes of applying provisions of the General Corporation Law of the State of Delaware and who shall be subject to all liabilities of directors. So long as this provision continues in effect, no meeting of shareholders need be called to elect directors.

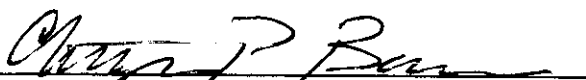
SEVENTH. The name and mailing address of the incorporator is:

Christopher P. Bauman
The Firestone Tire & Rubber Company
The Law Department
1200 Firestone Parkway
Akron, Ohio 44317

EIGHTH. The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by statute. All rights herein conferred upon the shareholders are granted subject to this reservation.

NINTH. This Certificate of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on the 16th day of February, 1983.



Incorporator

RECEIVED FOR RECORD

CPB:6908A/b

MAR 14 1983

LEW J. DUGAN, Jr., Recorder