

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CUSTOM TRANSMISSION, INC.

File number C 114741

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: April 26, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sebe*

ARTICLES OF INCORPORATION  
OF  
CUSTOM TRANSMISSION, INC.

The undersigned persons, acting as the incorporators of a corporation organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30 of the Idaho Code, adopts the following Articles of Incorporation:

**Article I**

Name. The Name of the Corporation is **Custom Transmission, Inc.**

**Article II.**

Registered Office and Agent. The location of the Corporation is in the City of Idaho Falls, Bonneville County, Idaho. The address of the initial registered office is:  
460 College Street  
Idaho Falls, ID 83401.

The name of the registered agent at this address is Doug Taylor.

**Article III.**

Duration of Corporation. The duration of the corporation is perpetual.

**Article IV.**

Purposes of Corporation. The purpose or purposes for which the corporation is organized are:

To do anything that may lawfully be done by a corporation organized under the Idaho Business Corporation Act, as that act may be amended or supplemented from time to time.

The Corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district, or possession of

ARTICLES OF INCORPORATION  
CUSTOM TRANSMISSION, INC.  
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the United States, or by the foreign country, and it may limit its purposes in any state, territory, district or possession of the United States, or foreign country.

#### **Article V.**

Authorization of Shares. The aggregate number of shares that the Corporation shall have authority to issue is 200 shares of common stock, which stock shall be without par value.

#### **Article VI.**

Incorporators. The name and address of each incorporator of the Corporation is:

|  |   |
|--|---|
| Doug Taylor<br>304 3rd Street<br>Idaho Falls, ID 83401 | Wade Whitwell<br>1009 N. Lee<br>Idaho Falls, ID 83402 |
|--|---|

#### **Article VII.**

##### Directors.

1. Number. The Board of Directors of the Corporation shall consist of two members, who need not be residents of any particular state or shareholders of the Corporation. The number of directors may be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent director.

2. Initial Directors. The initial directors of the Corporation who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

|  |   |
|--|---|
| Doug Taylor<br>304 3rd Street<br>Idaho Falls, ID 83401 | Wade Whitwell<br>1009 N. Lee<br>Idaho Falls, ID 83402 |
|--|---|

## VIII.

Indemnification of Officers and Directors. The Corporation's Board of Directors expressly is authorized to indemnify its officers and directors to the full extent permitted by the laws of the State of Idaho. It is the Corporation's policy to safeguard its officers and directors from liability for actions they take in good faith to further the interests of the Corporation and its shareholders.

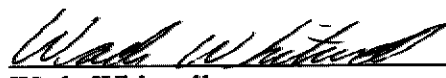
## Article IX.

Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 19th day of April, 1996 by the Incorporators and the acts and statements are true and correct.

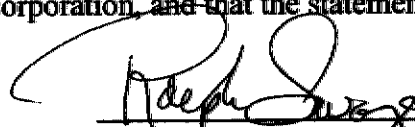
INCORPORATORS:

  
Doug Taylor

  
Wade Whitwell

State of Idaho                    )  
  ) ss.  
County of Bonneville         )

I, Ralph L. Savage, a notary public, do hereby certify that on this 19th day April, 1996, personally appeared before me Doug Taylor and Wade Whitwell, who, being by me first duly sworn, declared that they are the Incorporators of Custom Transmission, Inc, that they signed the foregoing document as Incorporators of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Idaho Falls, ID  
My Commission Expires: 9/6/2000