



**CERTIFICATE OF INCORPORATION
OF**

CARMEN ENTERPRISES CORPORATION

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: July 05, 1991



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

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SEC. OF STATE

OF

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CARMEN ENTERPRISES CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

I

NAME

The name of the Corporation is CARMEN ENTERPRISES CORPORATION.

II

DURATION

The existence of this Corporation shall be perpetual.

III

PURPOSES

The purposes of the Corporation are as follows:

1. To engage in the business of general automobile maintenance, service and repair, and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto, and to engage in any other lawful activities.

2. To purchase or in anywise acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of land, building improvements, and any other real property of any

kind or tenure, or any interest therein, and any property, works, or undertakings connected with the use or development of property of the company, within the State of Idaho, and within any other state or territory of the United States, and as the consideration for the same to pay cash, or to issue the capital stock, debenture bonds, mortgage, or other obligations of the company, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.

3. To generally engage in, do and perform any enterprise, act or vocation that a natural person might, or could do or perform. To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares and merchandise of any and all types of description, for the account of the Corporation, or as a factor agent, procurer, or otherwise for or on behalf of another.

4. To borrow or raise money without limit as to amount; to sell, grant security interests in, pledge, and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of the Corporation, and to secure the principal thereof and the interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of

the property, real or personal, of this Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

5. To such extent as a Corporation organized under the Business Corporation Law of this State may not or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporation, firms, individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise under the Business Corporation Law of this State or under any act amendatory thereof, supplement thereto, or substituted therefor.

6. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

STOCK

The total authorized capital stock of this Corporation shall be one hundred (100) shares without par value. There will be

only one (1) class of stock with each share entitled to all privileges with every other share. The shares of the Corporation shall not be subject to assessment.

V

LOCATION AND REGISTERED AGENT

The location and address of the registered office of the Corporation's principal place of business is 123 S. Church Street, City of Salmon, County of Lemhi, State of Idaho, 83467. The registered agent of the Corporation shall be ROBERT D. MOSHER of 123 S. Church Street, Salmon, Idaho 83467.

VI

DIRECTORS

The governing body of the Corporation shall be a Board of Directors, and the number of directors on said Board shall be specified in the By-Laws, subject to the provisions of Section 30-1-36, Idaho Code.

VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

ROBERT D. MOSHER

P. O. Box 213
Carmen, Idaho 83462

JOHN W. RIEFFENBERGER

P. O. Box 232
Carmen, Idaho 83462

VIII

INCORPORATORS

The name and address of each incorporator is:

ROBERT D. MOSHER P. O. Box 213
Carmen, Idaho 83462

JOHN W. RIEFFENBERGER P. O. Box 232
Carmen, Idaho 83462

IX

MEETINGS

The Board of Directors of this Corporation may meet and transact business of the Corporation either at the principal place of business designated herein or at such other place within or without the State of Idaho as may be designated by a resolution of the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of July, 1991.

Robert D Mosher
ROBERT D. MOSHER

John W. Rieffenberger
JOHN W. RIEFFENBERGER

STATE OF IDAHO)
) ss.
County of Lemhi)

On this 5th day of July, 1991, before me, a Notary Public in and for said State, personally appeared ROBERT D. MOSHER and JOHN W. RIEFFENBERGER, known to me to be the persons whose name 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 first above written.

Milo A. [Signature]
Notary Public for Idaho
Residing at Salmon, Idaho
Commission Expires: 10/26/93