

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

OVERLAND TIRE & AUTO SERVICE, INC.

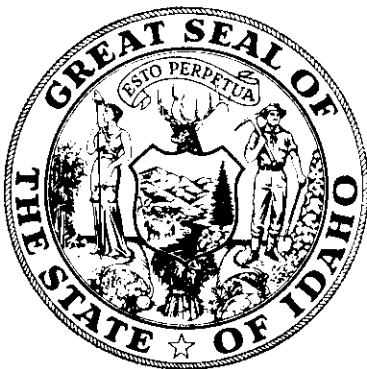
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OVERLAND TIRE & AUTO SERVICE, INC.

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 June 29, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

RECEIVED
ARTICLES OF INCORPORATION
OF
OVERLAND TIRE & AUTO SERVICE, INC. PM 1 39
82 JUN

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, Tony Koberstein and Jane Tolleson, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare, and adopt the following Articles of Incorporation:

I

The name of this corporation shall be Overland Tire & Auto Service, Inc.

II

The period of existence and duration of the life of this corporation shall be perpetual.

III

The location of the registered office of this corporation shall be 6481 Overland Road, Boise, Idaho 83709. The Registered agent for this corporation shall be Jane Tolleson.

IV

The purpose or purposes for which the corporation is organized are:

(a) To buy, sell, manufacture, repair tires for motor vehicles and vehicles of all classes, whether made of rubber or other materials; and to buy, sell, manufacture, recap such tires; to buy and sell the forms, machinery, rubber, recap rubber, parts, accessories and any and all other things for use in or upon or about motor vehicles, and to buy and sell motor vehicles.

(b) To buy and sell lumber, wood, gilsonite, wool and other products and to deal therein;

(c) To engage in the transportation of any materials of any nature owned by the corporation and to such purpose to own or to lease trucks, trailers, tractors, motor vehicles of any class or description and to employ personnel necessary for the purposes of hauling such products, equipment, supplies or materials owned by the said corporation;

(d) To own, buy, sell real estate, buildings, plant, equipment necessary for or incidental to the conduct of the operation of the business described in Clauses (a), (b) and (c) above;

(e) To engage in the buying, selling and distribution at either wholesale or retail, or to manufacture or factor any above mentioned products or any and all types of motor vehicle accessories including batteries;

(f) To perform services in connection with any of the foregoing materials, products or supplies, as for the mounting and dismounting of tires, repairing the same, performing mechanical functions such as wheel alignment, wheel balancing or any other mechanical service in connection with a vehicle;

(g) To own and operate a garage, service facilities, service station, retail store, warehouse, wholesale facilities, distribution facilities, loading docks or other facilities incidental to or in connection with any of the foregoing purposes and objectives of the corporation as hereinbefore stated;

(h) To engage in any commercial, industrial or financial enterprise conformable to the laws of the State of Idaho or any other State of the United States in which this corporation may qualify to do business which might be conceived to be for the profit and benefit of the corporation and its stockholders and generally to engage in and perform in all or any type of enterprise, act or vocation in which a natural person might or could legally engage and so perform;

(i) In general to carry on any lawful business whatsoever which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of the corporate properties.

V

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make additional by-laws of this corporation in conjunction with the majority vote of shareholders.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it:

Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of at least a majority of the holders of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good-will and its corporate franchises, upon such terms and conditions as its board of directors deems expedient and for the best interests of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute.

VI

The capital stock of this corporation shall be Twenty Thousand Dollars (\$20,000.00) divided into Twenty Thousand (20,000.00) shares with par value of One Dollar(\$1.00) each. No distinction

shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

VII

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be non-assessable.

VIII

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the board of directors, and as may be permitted by law.

IX

The private property of the stockholders, Board of Directors and Officers shall not be subject to the payment of corporate debts to any extent whatsoever,

X

Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Sub-chapters of the Internal Revenue Code of 1954, or any amendment thereof, no attempted transfer or hypothecation, voluntary or involuntary (including any caused by the death of a stockholder), of any stock of the corporation shall be effective unless and until the proposed transferee shall have timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

XI

The board of directors of this corporation shall have the power to issue warrants to purchase all or any part of the authorized but unissued shares of the corporation, upon such terms and conditions and consideration as the directors shall decide and any pre-emptive rights to acquire additional shares of the corporation herein reserved to shareholders under the laws of the State of Idaho shall be waived and unavailable to existing shareholders at the time or times warrants to purchase common stock of the corporation are issued.

XII

The stock in this corporation shall be subject to the limitation that if any stockholder shall wish to dispose of or sell his stock, including the heirs, assigns, executors or administrators of any deceased stockholder, it must be sold under and in compliance with the provisions of the " Buy-Sell Agreement " between the respective shareholders of the corporation. If no such agreement shall be in effect then in that event the stock may be sold free of any restriction thereon as to the sale or disposition thereof. There shall be imprinted on the stock certificates of the corporation a notice of this restriction on the right to transfer. No shares of stock shall be sold or transferred on the books of the corporation until the provisions of the Buy-Sell Agreement between the shareholders shall have been complied with, but the board of directors may in any particular instance waive this requirement.

XIII

Subject to the provisions of the applicable Idaho Law, the corporation may purchase or otherwise acquire, hold and re-issue shares of its capital stock. The corporation may use and apply its surplus earnings or accumulated profits authorized by

law to be reserved to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as the board of directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the corporation, shall be regarded as profit for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors or by a majority of the stockholders. Any stock so acquired by the board of directors on behalf of the corporation shall be subject to the limitations hereinbefore provided respective to the sale of stock of the corporation.

XIV

The corporation shall have the authority in the purchase or acquisition of property, inventory, businesses, rights or franchises, or for additional working capital, or for any other object lawfully undertaken in or about the business affairs of the corporation and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation shall have the authority, acting by and through its officers and board of directors, to enter into, make and perform and to carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

XV

The corporation shall have the authority to pay dividends to shareholders in an amount and based on a percentage of sales or gross profits as decided by the Board of Directors and subject to the provisions of the applicable Idaho Law.

XVI

The corporation shall enjoy all of the powers provided by law for a business corporation created and established under the laws of the State of Idaho.



XVII

The name and post office address of each of the incorporators, the Initial Directors, and a statement of the number of shares subscribed for by each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Jane Tolleson	104 Franklin Kuna Idaho 83634	1
Tony Koberstein	7007 W. Chinden Meridian Idaho 83642	1

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation

WE THE UNDERSIGNED, being one of the original subscribers to the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Idaho and in pursuance of the laws of the State of Idaho do make and file these articles of incorporation hereby declaring and certifying that the facts herein stated are true and we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals this 25th of June A.D. 1982.


Jane Tolleson

Tony Koberstein