



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

A-1 ENGINE & RADIATOR, 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 _____

A-1 ENGINE & RADIATOR, 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 **March 14**, 19 **80**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
OF
A-1 ENGINE & RADIATOR, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the United States of America, and each over the age of 18 years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this Certificate and Articles of Incorporation for the purposes as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be A-1 ENGINE & RADIATOR, INC.

ARTICLE II

PURPOSES AND POWERS

That the purposes for which this corporation is formed are:

1. To engage in the operation of an engine and radiator-repair facility or shop, including the purchase and sale of radiators, repair and remodeling thereof; engage in the buying, selling and repairing of chain saws and other engines and components thereof used for whatever purpose; to generally engage in any business connected with or involved with the repair, remodeling, sale or purchase of radiators, engines, equipment, machinery or other industrial products of every kind and nature, not limiting the scope of dealing therewith in any manner.

2. 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.

ARTICLE III

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The location of the corporation's registered office in this State is Blackfoot, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho or the United States as the Board of Directors may from time-to-time decide. The post office address is P.O. Box 521, Blackfoot, Idaho, and the registered office of the corporation shall be 555 West Bridge Street, Blackfoot, Idaho.

ARTICLE V

CAPITAL STOCK

The total authorized capital stock of said corporation shall be \$5,000.00 divided into 1,000 shares of the par value of \$5.00 each, and all of such capital stock shall be common stock.

ARTICLE VI

MANAGEMENT

Management of the corporation shall vest in a Board of Directors consisting of at least three (3) members. The directors elected at the annual meeting of stockholders and the number of directors to serve shall be decided at the annual meeting of the stockholders as provided in the By-Laws and in the manner and the method therein provided.

ARTICLE VII

DIRECTORS' MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this State or at such other place or places within or without this State for the transaction

of any business of the corporation as the Directors shall constitute a quorum and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON STOCK</u>
Clem R. Yancey 519-50-4165	Route #1, Box 467 Blackfoot, Idaho	1 share
Janice Yancey 519-54-4416	Route #1, Box 467 Blackfoot, Idaho	1 share
Brice O. Yancey	Route #1 Aberdeen, Idaho	1 share

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States of America.

ARTICLE IX

AMENDMENT OF ARTICLES

The Board of Directors of this corporation may amend, alter, add to, change or repeal any provisions contained in these Articles of Incorporation in the manner provided by law, such change to be accomplished by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE X

INITIAL DIRECTORS AND REGISTERED AGENT

The first Board of Directors of the Corporation shall be: Clem R. Yancey, Route #1, Box 467, Blackfoot, Idaho; Janice Yancey, Route #1, Box 467, Blackfoot, Idaho, and Brice O. Yancey, Route #1, Aberdeen, Bingham County, Idaho; registered agent shall be Clem R. Yancey.

IN WITNESS WHEREOF, we as the incorporators and each of us have hereunto set our hands and seals this 11th day of March, 1980.

Clem R. Yancey
CLEM R. YANCEY

Janice Yancey
JANICE YANCEY

Brice O. Yancey
BRICE O. YANCEY

STATE OF IDAHO)
 : ss
County of Bingham)

On this 11th day of March, 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CLEM R. YANCEY, JANICE YANCEY and BRICE O. YANCEY, known to me to be the persons whose names are subscribed to the within and foregoing certificate and Articles of Incorporation, which they acknowledged to me that they executed as their free act and deed.

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)

Emma C. Beck
Notary Public for Idaho
Residing at Blackfoot, Idaho

My Cmn Exprs: Life