

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

AMERICAN ULTRASONIC CAR WASH CORPORATION

was filed in the office of the Secretary of State on the **Twenty-first** day of **May** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ ~~fully recorded on film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **May**, A.D., **1965**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 AMERICAN ULTRASONIC CAR WASH CORPORATION

4
5 KNOW ALL MEN BY THESE PRESENTS That We, the Undersigned,
6 being natural persons, all of legal age, and citizens of the United
7 States of America, having this day voluntarily associated ourselves
8 for the purpose of forming a corporation for profit under and pur-
9 suant to the laws of the State of Idaho, and we do hereby certify:

10 ARTICLE I

11 The name of this corporation is American Ultrasonic Car Wash
12 Corporation.

13 ARTICLE II

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

16 ARTICLE III

17 The purposes and objects for which this corporation is formed
18 are as follows:

19 1. To establish and conduct a general car washing business
20 at both wholesale and retail levels, especially including but not
21 limited to the operation of "automatic" or "semi-automatic" car
22 washing facilities, and all related activities thereto, which
23 comprise in general the operation of car washing facilities as
24 aforesaid, the purchase, manufacture, importation and resale at
25 wholesale and retail of all manner of car washing merchandise and
26 equipment; and to engage generally in buying, selling, manufactur-
27 ing, exporting, importing, and dealing in soaps, detergents, and
28 chemicals, and all types of supplies necessary for the operation of
29 a said car washing enterprise and retail enterprise and including
30 dealing in the manufacture, purchase, and resale, at wholesale
31 or retail of all necessary plumbing fixtures, nozzles, hoses and
32 other paraphernalia designed or used for car washing facilities, of
all kinds and descriptions, and also including the design, manu-
facture, development, and promotion of structures, facilities, and
buildings to contain the said facilities and to own buildings and
manufacture facilities calculated to effectuate all of the fore-
going powers whether of a specific or general nature.

2. To make and enter into all manner and kinds of contracts,
leases, agreements, and obligations and to issue franchises by or
with any person or persons, corporation or corporations, for the
purchasing, acquiring, holding, manufacturing, and selling, or
otherwise dealing in, either as principal or agent upon commission
or otherwise, any and all kinds of goods, articles, or personal
property whatsoever, and generally with full power to perform any
and all acts connected therewith or arising therefrom, or inciden-
tal thereto, and any and all acts proper and necessary for the
purpose of the business.

3. To buy and sell or perform services on both a cash and
credit basis at both wholesale and retail level, including power
to accept notes or other instruments, pledges or other security
in lieu of cash; providing that all credit extended, loans con-

1 tracted, and extended shall be subject to approval by the duly
2 appointed and constituted manager in charge of said division or
3 business. To purchase or otherwise acquire, hold, own, mortgage,
4 sell, convey, exchange, option, subdivide, or otherwise dispose
5 of real and personal property of every class and description and
any estate or interest therein, including leaseholds for any term,
in any of the states, districts, territories, or colonies of the
United States, and in any and all foreign countries, subject to
the laws of such state, district, territory, colony, or country.

6 4. To conduct and carry on its business or any branch thereof
7 in any state or territory of the United States or in any foreign
8 country, and to have and maintain in any state, territory, or
foreign country a business office, plant, or store.

9 5. From time to time to apply for, purchase, or acquire by
10 assignment, transfer, or otherwise, and to exercise, carry out and
11 enjoy any license, power, authority, franchise, concession, right
12 or privilege which any government or authority, supreme, municipal,
13 or local, or any corporation or other public body may be empowered
14 to enact, make, or grant, and to pay for, aid in, and contribute
15 toward carrying it into effect and to appropriate any of the com-
16 pany's stock, bonds, and assets to defray the necessary costs,
17 charges, and expenses thereof.

18 6. To cause to be formed, merged, or reorganized or liquid-
19 ated, and to promote, take charge of, and aid in any way permitted
20 by law the formation, merger, liquidation, or reorganization of any
21 corporation, association, or organization of any kind, domestic,
22 or foreign, and to form, organize, promote, manage, control, and
23 maintain and dissolve, merge, or consolidate one or more corpora-
24 tions in the shares or securities, of which this corporation may
25 be or become interested, for such purpose or purposes as may aid
26 or advance the objects and purposes of this corporation.

27 7. To carry on any or all business as manufacturers, produc-
28 ers, merchants, wholesale and retail, importers and exporters, gen-
29 erally without limitation as to class of products and merchandise,
30 and to manufacture, produce, adapt, prepare, buy, sell, and other-
31 wise deal in any materials, articles, or things required in connec-
32 tion with or incidental to the manufacture, production, and dealing
in such products.

8 8. Pursuant to the affirmative vote of the holders of at least
9 a majority of the stock issued and outstanding, having voting
10 power, given at a stockholders meeting duly called for the purpose,
11 or when authorized by the written consent of the holders of a
12 majority of the voting stock issued and outstanding, the board of
13 directors shall have power and authority at any meeting to sell,
14 lease, or exchange all of the property and assets of this corpora-
15 tion, including its good will and its corporate franchise, upon
16 such terms and conditions as its board of directors deems expedient
17 and for the best interests of the corporation.

18 9. To do any and all acts in the line of its business which
19 it may deem necessary, profitable, or desirable for the due pro-
20 motion thereof, to conduct and carry on any other similar business
21 which may be capable of being profitably carried on in connection
22 with this company's business, or to carry on any similar business
23 that is adapted directly or indirectly to add to the value of the
24 company's property and the profits of its authorized business.

25 10. To engage in any business whatsoever, either as principal

or as agent or both, or as a syndicate, which the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; to conduct its business in this state, in other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this tenth paragraph or not, as such laws are now in effect or may at any time hereafter be amended.

11. To have and maintain one or more offices outside the State of Idaho at which meetings of stockholders and directors may be held, and all or any part of the corporations's business conducted.

12. To purchase, hold, pledge, and reissue shares of its own capital stock insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

13. In general to manage, operate, and carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

14. It is the intention that each of the powers specified in each of the paragraphs herein, except where otherwise specified, shall not be limited or restricted by reference to or interference from the terms of any other paragraph or of any other article, but that the powers and the enumeration of specific powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE IV

Capital stock in this corporation shall be ^{2,500 shares,} \$250,000.00, all of which shall be \$100.00 par value common stock, non-cumulative, and each being endowed with full voting rights and all of said shares being equal in every respect. Said shares of stock shall be divided into the following proportions:

- A. \$100,000.00 worth of common stock of the corporation has been allotted prior to the incorporation hereof.
- B. \$150,000.00 worth of common stock of the corporation, being the balance of the authorized amount of stock which the corporation is authorized by these presents to issue.

ARTICLE V

The principal place of business of this corporation shall be the Bank of Idaho Building, ^{Boise} Ada County, State of Idaho, which is hereby designated as the address of its registered office; or such other place as may be designated from time to time by the Board of Directors.

ARTICLE VI

The names and post office addresses of the Incorporators and the numbers of shares subscribed by each are:

NAME	POST OFFICE ADDRESS	NUMBER OF SHARES	VALUE
1 Leo O. Jordan	Bank of Idaho Building Boise, Idaho	700	\$70,000.00
2 Jacqueline Jordan	Bank of Idaho Building Boise, Idaho	10	\$ 1,000.00
3 L. M. Davis	Corral, Idaho	70	\$ 7,000.00
4 Grace M. Davis	Corral, Idaho	70	\$ 7,000.00

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a Board of not less than three nor more than five directors who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such. The incorporators shall act as an interim Board of Directors until their successors shall be elected.

ARTICLE VIII

Debenture bonds, promissory notes or direct assumption of outstanding obligations as compensation for moneys advanced, efforts expended or expenses incurred by individual investors for the purpose of organization and incorporation of the business enterprise herein described shall be issued or assumed by the corporation and arrangements therefore shall be made at the first meeting of stockholders or as soon thereafter as is reasonably convenient and feasible.

ARTICLE IX

The first annual meeting shall be held at 2:00 p.m. on the first Monday of June, 1965, at the office of the corporation in Boise, Idaho, and subsequent annual meetings shall be held on the first Monday of each June hereafter or at such other place and time as may be determined from time to time by the Board of Directors, providing that notice of change of the time or place of said annual meeting shall be given by mail to the stockholders at least 30 days prior to the date of said meeting. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided in the By-laws.

ARTICLE X

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-laws thereof; and, by unanimous vote, to adopt a new code of By-laws, if, in their discretion, that becomes proper.

ARTICLE XI

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XII

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested personally in any contract or transaction of this corporation; provided, that the fact that

1 be or such firm is so interested shall be disclosed or shall have
2 been known to the Board of Directors of this corporation or to a
3 majority thereof on the date of such contract or transaction; and any
4 director of this corporation who is also a director or officer of
5 such other corporation, or who is so interested, may be counted in
6 determining the existence of a quorum at any meeting of the Board
7 of Directors of this corporation, and may vote thereat to authorize
8 such contract, act or transaction, with like force and effect as if
9 he were not such director or officer of such other corporation or
10 was not otherwise interested therein.

11 IN WITNESS WHEREOF, We have hereunto set our hands and seals
12 this 21 day of May, 1965.

13 Leo O. Jordan (SEAL)
14 Incorporator

15 Jacqueline Jordan (SEAL)
16 Incorporator

17 L.M. Davis (SEAL)
18 Incorporator

19 Grace M. Davis (SEAL)
20 Incorporator

21 STATE OF IDAHO)
22 County of Ada) ss.

23 On this 21 day of May, 1965, before me, the undersigned,
24 a Notary Public in and for said State, personally appeared LEO O.
25 JORDAN and JACQUELINE JORDAN, known to me to be the persons whose
26 names are subscribed to the within instrument and acknowledged to me
27 that they executed the same.

28 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
29 official seal; the day and year in this certificate first above
30 written.

31 Robert C. Galloway
32 NOTARY PUBLIC FOR IDAHO
Residence: Boise, Idaho

33 STATE OF IDAHO)
34 County of Ada) ss.

35 On this 21 day of May, 1965, before me, the undersigned,
36 a Notary Public in and for said State, personally appeared L.M. DAVIS
37 and GRACE M. DAVIS, known to me to be the persons whose names are
38 subscribed to the within instrument and acknowledged to me that they
39 executed the same.

40 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
41 official seal, the day and year in this certificate first above
42 written.

43 Robert C. Galloway
44 NOTARY PUBLIC FOR IDAHO
45 Residence: Boise, Idaho