# State of Idaho

# Department of State

CERTIFICATE OF INCORPORATION
OF

MAGIC VALLEY TIRE II, 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 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: March 1, 1993



Pete D Enaveusa SECRETARY OF STATE

By Calerie Laylor

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#### ARTICLES OF INCORPORATION

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## MAGIC VALLEY TIRE II, INC.

#### KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being of full age and citizens of the United States do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

## ARTICLE I NAME

The name of the corporation shall be MAGIC VALLEY TIRE II, INC..

### ARTICLE II PURPOSES AND POWERS

The purposes for which this corporation is formed are to engage in buying, selling, manufacturing, retreading and to generally deal in motor vehicles tires and motor vehicle accessories and further to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act, or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

#### ARTICLE III DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

#### ARTICLE IV REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 501 South Lincoln, Jerome, Idaho 83338. The post office address of the registered office

#### **ARTICLES OF INCORPORATION - 1**

of the corporation in the State of Idaho, County of Jerome, shall be 501 South Lincoln, Jerome, Idaho 83338. Michael J. Higley shall be the registered agent at the address set forth above.

#### ARTICLE V CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is 25,000 shares, all of which shall have no par value.

#### ARTICLE VI INCORPORATORS

The names and post office addresses of the incorporators are:

**NAMES** 

**ADDRESSES** 

Michael J. Higley

317 South 11 West

Jerome, Idaho 83338

Connie Higley

317 South 11 West Jerome, Idaho 83338

# ARTICLE VII MANAGEMENT

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as the board of directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

## ARTICLE VIII BY-LAWS

The initial By-laws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the By-laws or adopt new By-laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

Dated this day of	-eburary , 1993.
	Michael J. Higley
	Michael J. Higley
	Connie Higley
STATE OF IDAHO ) County of Twin + Oly )	
On this 24 day of 2 undersigned, a notary public in and for said of J. Higley, known to me to be the person instrument and acknowledged to me that he	whose name is subscribed to the foregoing
IN WITNESS WHEREOF, I official the day and year first above written.	have hereunto set my hand and affixed my
	Dortomanh
	NOTARY PUBLIC FOR IDAMO
	Residing at: Roll of

County of Twin Falls	) ss. )		,				
On this	24 to day of	February					
undersigned, a notary public in and for said county and state, personally appeared Connie							
Higley, known to me to l	be the person wh	ose name is subscribe	d to the	within ir	ıstrum	ıent	

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

and acknowledged me to that she executed the same.

NOTARY PUBLIC FOR IDAHO
Residing at:

Commission Expires: /-// 47

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STATE OF IDAHO