



## 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

**WEST MAGIC WAND, INCORPORATED**

was filed in the office of the Secretary of State on the

**Fifteenth** day

of **March** A.D. One Thousand Nine Hundred **Sixty-five** and  
**will be**

/ duly recorded ~~on~~ **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 **15th** day of **March**,  
A.D., **99**.

Secretary of State.

ARTICLES OF INCORPORATION

of

WEST MAGIC WAND, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS That We, the undersigned, being natural persons all of legal age and citizens of the United States of America, have this day voluntarily associated ourselves for the purpose of forming a corporation for profit under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation is West Magic Wand, Incorporated.

ARTICLE II

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

ARTICLE III

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

1. To own, buy, sell, lease, re-lease, hypothecate, mortgage, deal in, manufacture, use, operate, produce and market all types of equipment, supplies, accessories, compounds, waxes, etc., necessary or incidental for the servicing, cleaning and waxing of chattels of whatsoever kind or nature, particularly of automobiles and other automotive equipment; and, similarly, to own, buy, sell, lease, re-lease, hypothecate, mortgage, deal in, manufacture, use, operate, produce and market all types of building and building materials, pre-fabricated and otherwise, designed for the housing of any such operations; and to own, buy, sell, lease, re-lease, hypothecate, mortgage and otherwise deal in franchises, franchise rights and distributorships in any way connected with or incidental to the foregoing purposes.

2. To build, buy, equip, sell, construct, erect, option, lease, sublease, assign, mortgage, encumber or otherwise deal in all works, contrivances, appliances, mills, fabricators, machinery and properties of this or other corporations or of private individuals as may be either useful, expedient, or necessary in carrying out the foregoing purposes; and, generally, to enter into all contracts and to do all acts in any way designed to aid in or to carry out any or all of the objects and purposes set forth in this Article.

3. To borrow money and otherwise incur indebtedness without limit as to the amount and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue such bonds, debentures, notes, checks, drafts, bills of exchange and other instruments, negotiable and non-negotiable, secured and unsecured, as may be necessary, customary, or appropriate in the conduct of such business.

4. To conduct business in this state or other states, the District of Columbia and the territories of the United States, and in foreign countries or territories, and to maintain one or more offices or other places of business inside or outside this state; and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein within or without the State of Idaho, reasonably calculated to promote the purposes hereinabove stated for this corporation; and to do all other things, including the creation, organization, and operation of such subsidiary corporations as may be necessary or convenient to the carrying into effect of the main purposes and objects of the organization of this corporation.

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

6. To carry on any of the foregoing or closely related businesses as principals, agents, lessors, lessees, assignors, assignees, franchisors, franchisees, licensors, licensees, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

7. It is hereby expressly provided that the enumeration hereinabove of the specific objects and powers shall not be narrowly construed and shall not be held to limit or restrict in any manner the general powers of this corporation.

#### ARTICLE IV

The capital stock of this corporation shall be divided into 500 shares of nonassessable common stock of no par value.

#### ARTICLE V

The principal place of business of this corporation shall be 1615 West State Street, City of Boise, County of Ada, State of Idaho, which is hereby designated as the address of its registered office.

#### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are:

Name	Post Office Address	Number of Shares	Value
A. T. Fredricks	25 Horizon Drive, Boise	1	No par
Stanley J. Jones	Mountain Home, Idaho	1	No par
Jesse R. Walters	1043 Laredo Circle, Boise	1	No par

#### 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.

## ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held on the third Monday of each March, hereafter, at the office of the corporation in Boise, Idaho, or at such other places as may be determined from time to time by the Board of Directors. The incorporators shall act as an interim Board of Directors until the first shareholders' 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. 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 by the By-laws.

## ARTICLE IX

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

## ARTICLE X

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 XI

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 in or are directors or officers of such other corporation; and any director, individually, or any firm of which such director may be a member, may be a party to or may be financially or otherwise interested in, any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract, act or transaction, and may vote thereat to authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 17th day of February, 1965.

J. Fredricks (SEAL)

Frank J. Jones (SEAL)

John A. Wall (SEAL)

STATE OF IDAHO )  
COUNTY OF ADA )        ss.

On this 17th day of February, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared A. T. FREDRICKS, STANLEY J. JONES and JESSE R. WALTERS, known to me to be the persons whose names 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 in this certificate first above written.

Randall C. Fredricks  
Notary Public for Idaho  
Residing at Boise, Idaho