



## 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

**KENDRICK GARAGE, INC.**

was filed in the office of the Secretary of State on the **Sixth** day of **December** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **126** 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

**Kendrick**

in the County of

**Latah.**

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 **6th** day of **December**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KENDRICK GARAGE, INC.

We, the undersigned, all of whom are of full age and citizens of the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and we hereby set forth, declare, certify and adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation is KENDRICK GARAGE, INC.

ARTICLE II.

The purposes specified herein shall be construed both as purposes and as powers and shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another although it be of like nature not expressed, now, therefore, the object, business and purpose of this corporation shall be as follows, to-wit:

To engage in and conduct a business for the sale by wholesale and retail of any and all gasolines, oils and petroleum products of every kind, type and nature, and any and all machine and motor vehicle parts, equipment and accessories and to engage in the business of conducting and operating a motor vehicle service station and a garage for the general service, repair and

maintenance of motor vehicles, motors, machines and machinery of every type, kind and nature.

To acquire, own, rents, buy and sell such real and personal property, vehicles, equipment, machinery and all other facilities deemed necessary and expedient for the conduct of the business of the corporation.

To borrow money and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds whether secured by mortgage or otherwise and to secure the same by mortgage, pledge or otherwise and generally to make and perform agreements and contracts of every kind and description.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account or deal with all or any part of the property of the corporation.

To purchase, hold, sell and transfer shares of its own capital stock bonds and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

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 do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objectives, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental to, or appurtenant to, or growing out of, or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

### ARTICLE III.

The duration of the corporation is perpetual existence.

### ARTICLE IV.

The location and address of the registered office of the corporation in the State of Idaho is Kendrick, County of Latah, Idaho.

ARTICLE V.

The total authorized number of par value shares is Five Thousand (5,000) with a par value of Ten Dollars (\$10.00) per share. The aggregate par value of the total authorized number of par value shares is Fifty Thousand Dollars (\$50,000.00).

ARTICLE VI.

The stock of the corporation consists of Five Thousand (5,000) shares of common stock, all of the same class, with a par value of Ten Dollars (\$10.00) per share. At all meetings of the stockholders and at all elections of the directors every stockholder of record shall be entitled to one vote for each share of stock standing in his name on the books of the corporation.

ARTICLE VII.

The names and post office addresses of each of the incorporators, and the number of shares for which each subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Aggregate Par Value</u>
E. A. Deobald	Box <u>H</u> Kendrick, Idaho	1	\$10.00
Anne B. Deobald	Box <u>H</u> Kendrick, Idaho	1	\$10.00
Charles E. Deobald	Box <u>None</u> Kendrick, Idaho	1	\$10.00
John A. Deobald	Box <u>H</u> Kendrick, Idaho	1	\$10.00

ARTICLE VIII.

Only stockholders shall be eligible and qualify for the Board of Directors.

ARTICLE IX.

The holders of stock of this corporation shall not be held

individually responsible as such stockholders for any debts, contracts, liabilities or engagements of the corporation, and shall not be liable for assessments to restore impairments to the capital of the corporation, or shall such stock be liable to assessment for any purpose.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, and being all of the incorporators hereinabove named, for the purpose of forming a corporation to do business within and without the State of Idaho, and in pursuance of the Business Corporation Act of the State of Idaho, being Chapter 1 of Title 30 of the Idaho Code, and the acts amendatory thereof and supplemental thereto, do make and file these articles, hereby declaring and certifying that the facts hereinabove stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 4<sup>th</sup> day of December, 1963.

E. A. Deobald  
E. A. Deobald

Anne B. Deobald  
Anne B. Deobald

Charles E. Deobald  
Charles E. Deobald

John A. Deobald  
John A. Deobald

STATE OF IDAHO )  
 ) ss.  
County of Latah )

On this 17<sup>th</sup> day of December, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared E. A. DEOBALD, ANNE B. DEOBALD, CHARLES E. DEOBALD and JOHN A. DEOBALD, 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.

Frank Barton  
Notary Public in and for the State of  
Idaho, residing at Lewiston, therein.

(SEAL)