

# 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

**PAYETTE AUTO PARTS, INC.**

was filed in the office of the Secretary of State on the **Twenty-second** day  
of **May** A.D. One Thousand Nine Hundred **Sixty-one** and  
duly recorded on Film No. **114** 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  
**Payette** in the County of **Payette.**

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 **22nd** day of **May**,  
A.D., 19 **61**.

Secretary of State.

1 ARTICLES OF INCORPORATION  
2 OF  
3 PAYETTE AUTO PARTS, INC.  
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5 KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, being natural  
6 persons of full age and citizens of the United States of America, in order to  
7 form a corporation for the purposes hereinafter stated, under and pursuant to  
8 the general laws of the State of Idaho, do hereby associate ourselves together  
9 for that purpose and execute, acknowledge, adopt and file the following Articles  
10 of Incorporation:

11 ARTICLE I

12 The name of this Corporation shall be: "PAYETTE AUTO PARTS, INC."

13 ARTICLE II

14 The general purposes of this Corporation are:

15 A. To engage in the operation of an automobile parts and accessories  
16 supply business or businesses, and/or in the operation of automobile service  
17 stations and/or other automotive service businesses, and to do any and all  
18 things incidental to such businesses.

19 B. To engage in any other business or activity related or unrelated to  
20 those described above and to do such other acts and deeds as may be necessary  
21 or expedient to carry out any such purposes to the same extent and as fully as  
22 natural persons might do in any State of the United States of America wherein  
23 this Corporation may afterward qualify to do business, and generally to do and  
24 perform other or additional business or activity as may, from time to time, be  
25 authorized or approved by the Board of Directors of this Corporation.

26 C. To act as a partner or in a joint venture in any transaction.

27 D. To have and exercise all other rights and powers from time to time  
28 granted to a corporation by law which are not inconsistent with the general  
29 purposes of this Corporation.  
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31 ARTICLE III

32 This Corporation is to have perpetual existence.

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ARTICLE IV

The location and post office address of its registered office in this State shall be 705 Center Avenue, Payette, in Payette County, Idaho, but there may be such other subordinate and branch offices hereafter established, either within or without the State of Idaho, as the Board of Directors may determine.

ARTICLE V

The total number of shares which this Corporation is authorized to issue is 250 shares of the same class of common, non-assessable stock. The aggregate par value of said shares is \$25,000.00, and the par value of each share is \$100.00. All certificates of stock of this Corporation shall have printed thereon the following words: "This stock is fully paid up and is non-assessable."

ARTICLE VI

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

<u>Name</u>	<u>Post Office Address</u>	<u>Number of Shares</u>
EDWARD H. LEWIS	836 N. 11th., Payette, Idaho	1
LENORA R. LEWIS	836 N. 11th., Payette, Idaho	1
MIKE M. DINKEL	New Meadows, Idaho	1

ARTICLE VII

The Board of Directors shall consist of three (3) directors. During the term of their office, or thereafter, the number of directors may be increased or decreased from time to time as provided by the by-laws; provided, however, that the number of directors constituting the board shall not be less than three nor more than five.

ARTICLE VIII

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by a two-thirds vote of the directors or of the allotted shares as

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 19<sup>th</sup>  
day of May, 1961.

Lena B. Lewis (SEAL)

Strike Mr. Sinkel - (SEAL)

On this 19<sup>th</sup> day of May, 1961, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared EDWARD H. LEWIS and LENORA R. LEWIS, husband and wife, and MIKE M. DINKEL, 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.

Notary Public for Idaho, residing at  
Council, Idaho.