

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

BANNOCK LEASING, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **25th** day of **June** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **25th** day of **June** 19 **65**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **25th** day of **June**, A.D. 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

State of Delaware

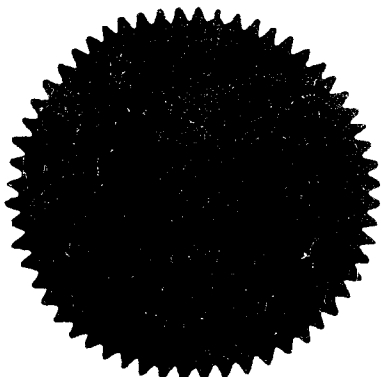


Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Incorporation of the "BANNOCK LEASING, INC.", as
received and filed in this office the twenty-third day of
June, A.D. 1965, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-third *day*
of June *in the year of our Lord*
one thousand nine hundred and sixty-five.



Elisha C. Dukes

Secretary of State

J. L. ...

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

OF

BANNOCK LEASING, INC.

* * * * *

We, the undersigned incorporators, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Delaware Corporation law, do hereby certify as follows:

1. The name of the Corporation is and shall be Bannock Leasing, Inc. Provided, however, that the business of the Corporation will not be in conflict with, nor such as is prohibited by Title 18 U. S. Code, Sec. 709, and Chapter 645, Sec. 1, 62 Statutes at Large 733.

2. The principal office at the Corporation in the State of Delaware is and shall be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

3. The nature of the business, or objects or purposes for which the Corporation is formed and to be transacted, promoted or carried on are:

(a) To engage in any activity anywhere, within or without the United States, involving or relating to the renting, leasing or otherwise contracting for the use of automobiles, trucks, automotive equipment, machinery, equipment, and other personal property, together with accessories,

attachments, parts or equipment necessary or convenient therewith, and to do all things necessary, convenient or incidental to a general rental and leasing business, and by any lawful means or method that may be deemed advisable.

(b) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;

(c) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(d) To make contracts, or enter into agreements with individuals, or corporations, to manage or operate any of the facilities, services or business of the Corporation.

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this Corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(g) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this Corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this Corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(h) To purchase or otherwise acquire the whole or any part of the property, assets, business and good-will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(i) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(j) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(k) To have and exercise all powers, privileges and rights conferred on corporations by the laws of the State of Delaware, and all powers and rights conducive to carrying out the purposes for which this Corporation is formed, except such as are inconsistent with the express provisions of the act under which this Corporation is incorporated.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this Corporation by the laws of the State of Delaware, all of which are hereby expressly claimed.

4. The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of the par value of \$5.00 each, amounting in the aggregate to \$25,000.00; and the minimum amount of capital with which this Corporation will commence business is \$25,000.00 .

5. The names and places of residence of each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. D. Atwell	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

6. The Corporation is to have perpetual existence.

7. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

8. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized;

(a) To make, alter, amend and repeal the by-laws;
(b) To designate, by resolution passed by a majority of the whole Board, one or more committees, each to consist of two or more directors, which committees to the extent provided in such resolution or in the by-laws of the Corporation shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of the Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

This Corporation may in its by-laws confer powers additional to the foregoing upon the directors and in addition to the powers and authorities expressly conferred upon them by law.

The right to amend the charter of this Corporation is hereby expressly reserved.

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this Corporation (subject to the provisions of the Laws of Delaware) outside the State of Delaware at such place as may from time to time be designated by the by-laws or by resolution of the directors.

We, the undersigned, being each of the incorporators herein named for the purpose of forming a corporation to do business within and without the State of Delaware and in pursuance to the Delaware Corporation Law do make and file this certificate hereby declaring that the facts herein stated are true; and in witness whereof we have hereunto affixed our hands and seals this 23rd day of June, 1965.

A. D. ATWELL (Seal)
F. J. OBARA, JR. (Seal)
A. D. GRIER (Seal)

STATE OF DELAWARE
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 23rd day of June, A. D. 1965, personally came before me, a Notary Public for the State of Delaware, A. D. Atwell, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. RUTH MANNERING
Notary Public

M. RUTH MANNERING
NOTARY PUBLIC
APPOINTED FEB. 12, 1965
STATE OF DELAWARE
TERM TWO YEARS