



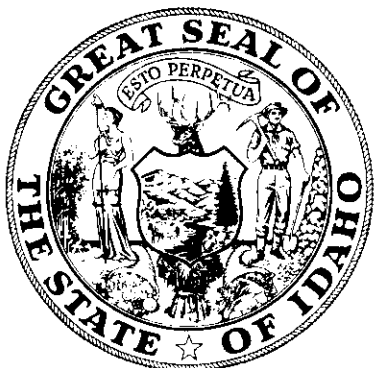
CERTIFICATE OF AUTHORITY
OF

C.B.J.A.M., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of C.B.J.A.M., INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to C.B.J.A.M., INC. to transact business in this State under the name C.B.J.A.M., INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated May 6, 19 81



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is C.B.J.A.M., Inc.
2. *The name which it shall use in Idaho is C.B.J.A.M., Inc.
3. It is incorporated under the laws of Washington
4. The date of its incorporation is January 21, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 600 Lincoln Building, Spokane, Washington 99201
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Daily auto rental

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Maxwell F. Kepl</u>	<u>Vice President, Secretary,</u>	<u>West 430 First Avenue</u>
	<u>Treasurer and Director</u>	<u>Spokane, Washington 99201</u>
<u>John Damrell</u>	<u>President & Director</u>	<u>10904 Musket</u>
		<u>Boise, Idaho 83704</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 17, 1981

C.B.J.A.M., Inc.
By John Damrell
Its President
and Maxwell F. Kepl
Its Secretary

STATE OF WASHINGTON)
) ss:
COUNTY OF SPOKANE)

I, Jacquelin L. Phillips, a notary public, do hereby certify that on this 17th day of April, 19 81, personally appeared before me John Damrell, who being by me first duly sworn, declared that he is the President of C.B.J.A.M., Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Jacquelin L. Phillips
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

D306470
FILE NUMBER



DOMESTIC

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SECRETARY OF STATE

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of **C.B.J.A.M., INC.**
a domestic corporation of **Spokane,** Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of
Randall & Danskin
Attorneys at Law
600 Lincoln Bldg.
Spokane, WA 99201
Attn: Paul J. Allison

Filing and recording fee \$

License to June 30, 19 \$

Excess pages @ 25¢ \$

Microfilmed, Roll No. **1560**

Page **479-483**

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

January 21, 1981

RALPH MUNRO

RALPH MUNRO
SECRETARY OF STATE

JAN 21 1981

SECRET OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF
C.B.J.A.M., INC.

THE UNDERSIGNED, PAUL J. ALLISON, a person over 18 years of age, for the purpose of forming a business corporation under the laws of the State of Washington, hereby signs and delivers in duplicate to the Secretary of State of the State of Washington the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be C.B.J.A.M., INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is formed are as follows:

1. To engage in the daily auto rental business.
2. To engage in generally and carry on any lawful business or trade which may in the judgment of the Board of Directors at any time be necessary, useful or advantageous to the corporation.
3. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Washington, and to the extent not prohibited by law, this corporation shall also have the following powers:

(a) to acquire by purchase or otherwise and to hold, own, cancel, reissue, sell, pledge, and otherwise deal in the stock of this corporation provided that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

(b) to acquire, by purchase or otherwise, and to hold, own, cancel, reissue, sell, pledge, and otherwise to deal in the bonds, debentures, notes and securities and obligations of this corporation.

(c) to do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interest of the corporation or enhance the value or render profitable any of its property or rights.

(d) to do any and all of the things provided in this Article to the same extent a natural person might do acting in any place and capacity, alone or with others.

ARTICLE IV

The total number of shares of stock authorized which may be issued by this corporation is fifty thousand (50,000), each of which shall have a one dollar (\$1.00) par value per share.

ARTICLE V

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at such address is Paul J. Allison, 600 Lincoln Building, Spokane, Washington 99201.

ARTICLE VI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter permitted by law, and all rights of stockholders or others are subject to this reservation.

ARTICLE VII

1. The number of directors of the corporation shall be fixed as provided in the By-Laws, and may be changed from time-to-time by amending the By-Laws as therein provided, but the number of directors shall not be less than three, unless there be fewer than three stockholders, in which event, there may be as few directors as there are stockholders.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Washington, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such By-Laws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and stockholders and with corporations,

associations, firms and entities in which they are or may be or become interested as directors, officers, stockholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation thereon, and absent fraud, no such action shall be avoided by the corporation nor shall any such officer, director or stockholder be required to account for, or be held liable to the corporation by reason of stock ownership in, or any fiduciary relationship to, the corporation for any profits or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or any special meeting called for such purpose or by all of the stockholders in writing with or without a meeting shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation at a regular meeting called for such purpose.

ARTICLE VIII

There will initially be two directors and their names and post office addresses are as follows:

<u>Name</u>	<u>Post Office Address</u>
Maxwell F. Kepl	East 1327 - 18th Spokane, WA 99203
John Damrell	2005 Birch Drive Lewiston, ID 83501

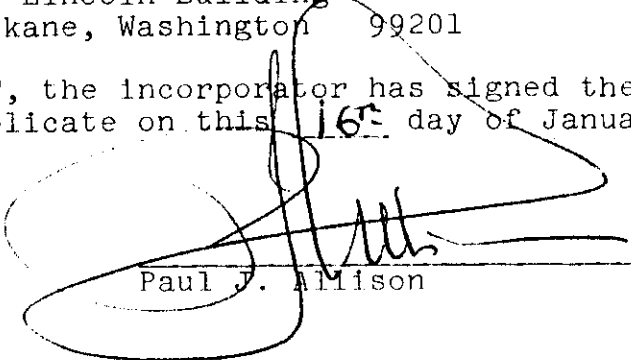
The term of office of the initial directors shall be until the first annual meeting of the stockholders of the corporation, to be held as soon as practicable upon filing of these Articles, and until their successors are elected and qualified.

ARTICLE IX

The name and post office address of the incorporator is as follows:

Paul J. Allison
Randall & Danskin
600 Lincoln Building
Spokane, Washington 99201

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate on this 16th day of January, 1981.



Paul J. Allison