

# State of Idaho

## Department of State

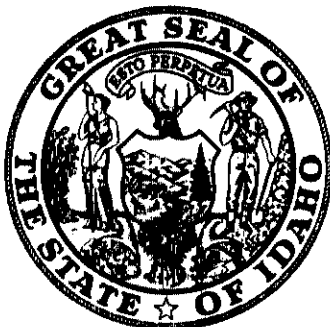
### CERTIFICATE OF INCORPORATION OF

#### VALLEY INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 23, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Sibel*

# ARTICLES OF INCORPORATION

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SEC. OF STATE

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## VALLEY INCORPORATED

We, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as the incorporators of this corporation under the laws of the State of IDAHO, do hereby adopt the following Articles of Incorporation for such corporation:

### ARTICLE I CORPORATE NAME

The name of the corporation is VALLEY INCORPORATED

### ARTICLE II CORPORATE PURPOSES

Section 1. In General. The purposes for which the corporation is organized are as follows:

Clause (a). Specific Purpose. Sales of automotive equipment

Clause (b). General Purposes. (1). To develop, publish, print, and produce, manufacture, construct, purchase, or otherwise dispose of, to invest, trade, deal in and deal with, goods, merchandise, real and personal property of every class and description.

Other Purposes. (2) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants rights, bonds, debentures, notes, trust receipts, trust deeds, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint venture, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the Federal government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon,

and to do any and all things and acts necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(3). To have one or more offices, to carry on all of or any of its operations and business and without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of, real and personal property of every class and description in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to the laws of such states, districts, territories, or countries, as principal, agent, broker or dealer.

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

Clause (d). To Carry Out Such Purposes in Other States. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such state, territory, district or possession of the United States, or by such foreign country.

Clause (e). All other purposes authorized by the Laws of the State of IDAHO.

### **ARTICLE III EXISTENCE**

The existence of the corporation shall be perpetual unless dissolved according to law.

### **ARTICLE IV CAPITAL STOCK**

The authorized capital stock of this corporation shall be five thousand dollars (\$5,000.00) divided into 500,000 shares of stock with a par value of one cent (\$0.01) per share.

All stock of the corporation shall be common stock of the same class and have the same rights and limitations which rights and limitations are as follows:

(a). Shares of stock of this corporation shall be issued fully paid and shall be non-assessable for any purpose. The private property of the stockholders shall not be liable for the debts, obligations or liabilities of this corporation.

(b). Each share of common stock shall be entitled to one vote at shareholders meetings either in person or by proxy. Cumulative voting in election of directors shall not be permitted.

(c). Capital stock of the corporation may be issued and sold from time to time for such consideration as may be fixed by the Board of Directors provided that the consideration so fixed shall not be less than the par value of such stock.

(d). All holders of shares of common stock of this corporation shall be entitled to pre-emptive or preferential rights to subscribe to any unissued stock or any other securities which the corporation may now or hereafter be authorized to issue. Upon receipt of the written unanimous agreement of all stockholders, section (d) may be declared void by the Board of Directors.

#### **ARTICLE V COMMENCING BUSINESS**

This corporation will not commence business or otherwise engage in business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received by the corporation for the issuance of its stock.

#### **ARTICLE VI SALE OF COMMON STOCK BY SHAREHOLDERS**

In the event a stockholder desires to sell his shares of stock, he must first offer them for sale to the corporation, then to the remaining stockholders proportionate to their present holdings. This restriction on the right of each stockholder to sell their stock shall be shown on the stock certificate at the time they are issued, so that no one will purchase the shares of stock without notice of this restriction. The price to be paid in such event shall be the value fixed

by the shareholders from time to time and be recorded in the corporation's records under the signature of a majority of the stockholders.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, who shall notify the Directors and then the remaining stockholders within ten days and unless the offer is accepted by the corporation, or any or all of the other stockholders within thirty days thereafter, those not accepting his offer shall be deemed to have waived their privilege of purchasing such stock on the same terms and conditions. Should any such stock not be purchased by the remaining stockholders within ten days following the thirty day (30) period above mentioned, then all of the remaining stockholders shall be deemed to have waived their privilege of purchasing stock and the stockholder or stockholders desiring to sell their stock shall be at liberty to sell to anyone. However, any offer to sell shares of stock to person who are not stockholders must be identical to offers made to the stockholders.

The aforesaid is a condition precedent on the transfer of the stock on the records of the corporation, it being the intention hereof to give to the corporation the first right to purchase and then to the remaining stockholders a pro-rata preference in the purchase of any stock to be sold by any stockholder and any attempted sale in violation of this provision is null and void.

**ARTICLE VII**  
**REGISTERED OFFICE, MAILING ADDRESS**  
**AND REGISTERED AGENT**

Section 1. Registered Office. The address of the initial registered office of the corporation is 4015 North 2100 East, Preston, Idaho 83263.

Section 2. Mailing Address. The mailing address of the initial registered corporation is 4015 North 2100 East, Preston, Idaho 83263.

Section 3. Registered Agent. The registered Agent of the corporation at such address is John P. Whitcome.

Registered Agent

John P. Whitcome

**ARTICLE VIII**  
**DATA RESPECTING DIRECTORS**

Section 1. Initial Number of Directors. The initial number on the Board of Directors shall consist of three members.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
John P. Whitcome	4015 North 2100 East, Preston, Idaho 83263
Carole D. Whitcome	4015 North 2100 East, Preston, Idaho 83263
Kelly A. Stevens	4015 North 2100 East, Preston, Idaho 83263

Section 3. Quorum. Two of the Directors of the corporation at any time constituting the Board of Directors shall constitute a quorum for the transaction of business. The action of two of the Directors of the corporation present at a meeting shall be the act of the Board of Directors.

Section 4. Vacancies. Any vacancy, however caused or created, occurring in the Board of Directors maybe filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of elected Directors, for the unexpired term of his predecessor in office.

**ARTICLE IX**  
**OFFICERS & DIRECTORS TRANSACTIONS**

No contract or other transactions between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by this corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested, or are directors or officers of such other corporation. Any Director of this corporation,

individually, or any firm of which such Director may be a member, may be a part to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors of this Corporation, or a majority thereof; 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 that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE X**  
**DATA RESPECTING INCORPORATORS**

The names and addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OWNERSHIP</u>
John P. Whitcome	4015 North 2100 East, Preston, Idaho 83263	1 Share
Carole D. Whitcome	4015 North 2100 East, Preston, Idaho 83263	1 Share
Kelly A. Stevens	4015 North 2100 East, Preston, Idaho 83263	1 Share

**ARTICLE XI**  
**BY-LAWS**

The initial by-laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors, except as may otherwise be specifically provided by the by-laws of the Corporation or by the laws of the State of IDAHO.

IN WITNESS WHEREOF, The undersigned, being all of the incorporators designated in ARTICLE X, execute these Articles of Incorporation and certify to the truth of the facts therein stated this 12 day of July, 1993

John P. Whitcome  
John P. Whitcome

Carole D. Whitcome  
Carole D. Whitcome

Kelly A. Stevens  
Kelly A. Stevens

STATE OF IDAHO )  
COUNTY OF Franklin )

I, STEPHEN GILMORE a Notary of Public, hereby testify that on the 12<sup>th</sup> day of JULY, 1993, personally appeared before me John P. Whitcome, Carole D. Whitcome, and Kelly A. Stevens, who being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12<sup>th</sup> day of JULY, 1993.

Stephen E. Gilmore  
NOTARY OF PUBLIC, residing at  
Franklin County, STATE OF IDAHO  
BEAR LAKE

MY COMMISSION EXPIRES:

5-18-99

NOTARY PUBLIC  
STATE OF IDAHO  
COMMISSION EXPIRES  
5-18-99



to whom it may concern  
Valley Incorporated can use this  
name, with no conflict with  
Valley Limited Partnership and with  
my best wishes

Mary Lindhacker  
General Partner