

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**PERFECTION TIRE #34, INC.**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is **PERFECTION TIRE #34, INC.**

**ARTICLE TWO**

The address of the registered office of the corporation in the State of Idaho is West 302 Seltice Way, Post Falls, Idaho 83854, and the name of its registered agent is Kim L. Osmun.

**ARTICLE THREE**

The name and mailing address of the incorporator of the corporation is Robert G. Osmun, West 302 Seltice Way, Post Falls, Idaho 838514.

**ARTICLE FOUR**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Idaho.

**ARTICLE FIVE**

The period of duration of the corporation is perpetual.

**ARTICLE SIX**

This corporation is authorized to issue one class of shares of stock to be designated "common stock." The total number of shares of stock which this corporation is authorized to issue is one thousand. The Common Stock shall have no par value. The Common Stock is non-assessable.

**ARTICLE SEVEN**

The property, business, and affairs of this corporation shall be managed by a Board of Directors of not less than two (2) nor more than three (3) Directors. The initial Board of Directors shall consist of one (2) Directors and may be increased by or in the

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in the Bylaws. The Directors need not be shareholders and they need not be residents of the State of Idaho.

#### ARTICLE EIGHT

A Director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability for: (1) any breach of the Director's duty of loyalty to this corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) violation of Idaho Code Section 30-1-48; or (4) any transaction from which the Director derived any improper personal benefit. The foregoing sentence notwithstanding, if the Idaho Business Corporation Act hereafter is amended to authorize further limitations or the liability of a director of a corporation, then a Director of this corporation, in addition to the circumstances in which a director is not personally liable, as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the Idaho Business Corporation Act as so amended. Any repeal or modification of the foregoing provisions of this Article Eight by the stockholders of this corporation shall not adversely affect any right or protection of a Director of this corporation existing at the time of such repeal or modification.

#### ARTICLE NINE

The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation, and the following individuals are to serve as Directors until the first annual meeting of shareholders or until his successors are elected and qualified:

Robert G. Osmun  
Kim L. Osmun

#### ARTICLE TEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind from time to time any or all of the Bylaws of the Corporation.

#### ARTICLE ELEVEN

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

#### ARTICLE TWELVE

A simple majority of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE THIRTEEN

In the election of the directors and for any other situation upon which vote of shareholders is required or taken, the principle of cumulative voting shall apply.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the Idaho Business Corporation Act, does hereby make and file these Articles of Incorporation, and does hereby declare and certify that the facts herein stated are true.

IN WITNESS WHEREOF, these Articles of Incorporation are executed in duplicate on the 20 day of January, 2004.




Robert G. Osmun, Incorporator

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai                )

On this 20 day of January 2004, before me, the undersigned Notary Public in and for said state, personally appeared Robert G. Osmun, known or identified to me to be the person whose name is subscribed to the forgoing instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



  
Notary Public for  
Residing at: Cheney, Idaho  
Commission Expires: 11-2-09