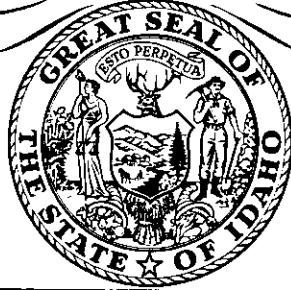


# State of Idaho



## 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

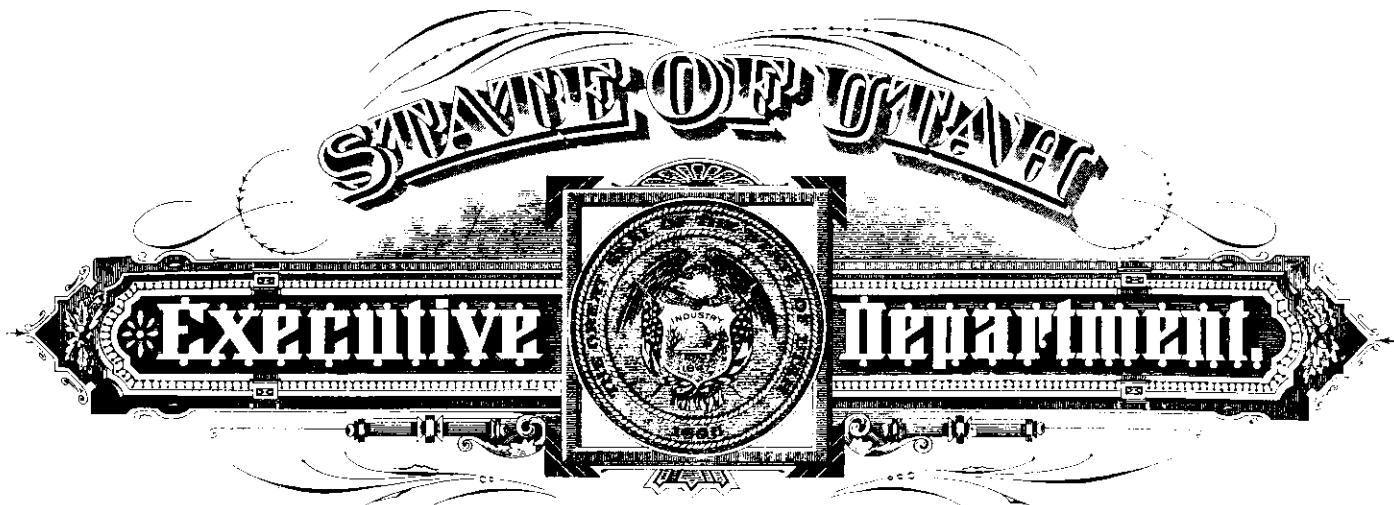
#### **INTERNATIONAL MOTOR CLUB, INC.**

a corporation duly organized and existing under the laws of **UTAH** 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 **Fourteenth** day of **September** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **14th** day of **September** 19 **62**, a designation of **Dan Shuput** in the County of **Bonneville** 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 **14th** day of **September**, A.D. 19 **62**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,  
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy  
of the Articles of Incorporation, thereto

~~~~~ INTERNATIONAL MOTOR CLUB, INC. ~~~~~

AS APPEARS ~~~ of record ~~~ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Eleventh DAY OF

September 19 62

Lamont F. Toronto  
SECRETARY OF STATE

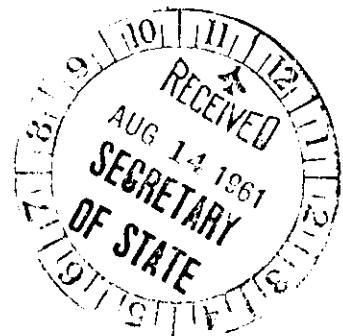
BY Kendall L. Cattell  
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ARTICLES OF INCORPORATION  
of  
INTERNATIONAL MOTOR CLUB, INC.



ARTICLE I.

The name of this corporation shall be INTERNATIONAL MOTOR CLUB, INC.

ARTICLE II.

The principal office of said corporation shall be located in the City of Salt Lake, in the County of Salt Lake, State of Utah, but said corporation may have an office and hold meetings of its stockholders elsewhere as the Board of Directors may determine.

ARTICLE III.

The nature of the business and purpose of this corporation shall be to do any or all of the followings things as fully and to the same extent as natural persons could do:

To establish, maintain and conduct a club composed primarily of owners and operators of motor vehicles and powered farm vehicles and to act as agent for the members of such club in the capacity of a service organization procuring for members of said club any services, motoring supplies, or equipment which may be helpful for their protection, comfort, safety, welfare, or pleasurable motor travel.

To prevent abuses in the use and operation of all types of motor vehicles, to minimize road hazards and mishaps and the results and consequences thereof and to encourage and promote improved highway facilities and beneficial laws and regulations relating to traffic or motor vehicles and the enforcement of such laws and regulations.

To assemble, publish and disseminate touring and travel information and to render or secure aid and assistance for the members of the club while motoring or in connection with any consequences of motoring. Corporation to act as agents for insurance companies.

The address of the initial registered office of the corporation is 2596 East 3820 South, Salt Lake City, Utah, and the name of its initial registered at such address is Earl Spafford.

To maintain such offices within and without the State of Utah as may be necessary.

To hold, purchase, acquire, sell, assign, pledge, mortgage, and otherwise deal in real estate of all kinds, capital stock of any corporation, bonds, or other evidences of debt of all kinds, and chattels and personal property of any type of description.

To acquire, participate in, or associate with any other business or the assets and liabilities of any business, person, firm or corporation and to contract in every respect as could an individual without limit as to amount, kind, or nature and to make, accept, endorse, discount and issue promissory notes, evidences of debt of any sort, or other negotiable or transferable instruments.

To purchase, hold and reissue the shares of its capital stock and to do any or all of the foregoing within or without the State of Utah.

To conduct any or all of its business or affairs under the name and saylf of IMC.

#### ARTICLE IV.

The life of this corporation shall be for ninety-nine (99) years.

#### ARTICLE V.

The total authorized capital stock of this corporation is Ten Thousand Dollars (\$10,000.00) divided into Ten Thousand (10,000) shares of the par value of One Dollar (\$1.00) each. The amount of capital stock with which it shall commence business is One Thousand Dollars (\$1,000.00) being One Thousand ( 1,000) shares of the par value of One Dollar (\$1.00) each.

The name and place of residence of the original incorporators and the number of shares of capital stock paid for by and issued to each of them are as follows:

| <u>NAME</u>         | <u>RESIDENCE</u>                             | <u>NO OF SHARES</u> |
|---------------------|----------------------------------------------|---------------------|
| Ralph W. Bleazard   | 1326 East 4000 South<br>Salt Lake City, Utah | 498                 |
| June C. Bleazard    | 1326 East 4000 South<br>Salt Lake City, Utah | 1                   |
| Ronald C. Bleazard  | 1326 East 4000 South<br>Salt Lake City, Utah | 1                   |
| Richard L. Service  | 2596 E. 3820 South<br>Salt Lake City, Utah   | 499                 |
| Patricia B. Service | 2596 E. 3820 South<br>Salt Lake City, Utah   | 1                   |

The Board of Directors of this corporation is expressly authorized to repeal and amend the Articles of Incorporation and, to adopt and amend by-laws if each shall be deemed necessary or advisable.

ARTICLE VII.

The officers of the corporation shall be as follows: (a) A Board of Directors to manage and control the business of the corporation consisting of not less than three (3) nor more than seven (7) stockholders, to be elected at the annual stockholders meeting by a majority vote of the shares of stock there represented and to serve until the next annual meeting of the stockholders and until their successors are elected and qualified and in the event of vacancy in the Board, such vacancy shall be filled for the unexpired term by a majority vote of the remaining directors; (b) A President, Vice President, Secretary and Treasurer, and such other officers as may from time to time be elected or appointed by the Board of Directors. One person may hold any two offices simultaneously. These officers shall be elected by the Board of Directors from its membership at the first meeting following the annual stockholders meeting; (c) The officers of the corporation shall not be removed during their terms of office except for cause but they may resign by tendering written resignation to the Board of Directors and by acceptance of such resignation by a majority vote of the Board of Directors; (d) Until the first general election, the Board of Directors shall consist of the following: Ralph A. Bleazard, 1326 East 4000 South, Salt Lake City, Utah, June C. Bleazard, 1326 East 4000 South, Salt Lake City, Utah, Ronald C. Bleazard, 1326 East 4000 South, Salt Lake City, Utah, Patricia B. Service, 2596 E. 3820 South, Salt Lake City, Utah, and Richard L. Service, 2596 E. 3820 South, Salt Lake City, Utah, and the President shall be Richard L. Service, the Vice President shall be Ralph W. Bleazard, the Secretary shall be Ralph W. Bleazard, and the Treasurer shall be June C. Bleazard; (e) A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII

The annual stockholders meeting shall be held the last Saturday in January. Special stockholders meetings may be called by the President or any two directors for any reason. The Board of Directors shall fix their meeting dates and special meetings of the Board of Directors may be called

by the President or any two directors. Notice of all regular and special meetings of stockholders shall be given by ten days, written notice to all stockholders of record by first class mail to their last known address. Notice of all regular and special meetings of the Board of Directors shall be given by first class mail not less than four (4) days before such meeting to the last known address of each director provided, however, that if all directors are present at any regular or special meeting they may waive notice of such meeting.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Utah, the Board of Directors is expressly authorized to do any or all of the followings:

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

To hold its meetings within or without the State of Utah as the Board may from time to time determine.

To have the general control and management of all business affairs of the corporation, ~~and to amend the fiscal year of the corporation which shall be July 1 to June 30, until amended.~~

Ralph W. Bleazard  
Ralph W. Bleazard  
1326 East 4000 South, Salt Lake City, Utah

June C. Bleazard  
June C. Bleazard  
1326 East 4000 South, Salt Lake City, Utah

Ronald C. Bleazard  
Ronald C. Bleazard  
1326 East 4000 South, Salt Lake City, Utah

Richard L. Service  
Richard L. Service  
2596 E. 3820 South, Salt Lake City

Patricia B. Service  
Patricia B. Service  
2596 E. 3820 South, Salt Lake City

STATE OF Utah )  
COUNTY OF Salt Lake ) ss

I, Jeanette C. Day, a notary public, hereby certify that on the 11 day of August, 1961, personally appeared before me, Ralph W. Bleazard, June C. Bleazard, Ronald C. Bleazard, Richard L. Service, and Patricia B. Service, 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 herein contained are true.

IN WITNESS whereof, I have hereunto set my hand and seal this 11 day of August, A. D. 1961.

My commission expires:  
March 1962

Jeanette C. Day  
NOTARY PUBLIC