



CERTIFICATE OF INCORPORATION
OF

AUTOMOTIVE CONCEPTS, INC.

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: September 27, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Emilio M. Zabala

SEP 27 2 55 PM '89
ARTICLES OF INCORPORATION

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SECRETARY OF STATE OF

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AUTOMOTIVE CONCEPTS, INC.

THE UNDERSIGNED, have adopted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify:

ARTICLE I

CORPORATE NAME

That the name of the corporation is Automotive Concepts, Inc.

ARTICLE II

DURATION

The corporation is to have a perpetual existence.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized is for any lawful purpose or purposes permitted by law.

ARTICLE IV

OFFICE

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as P.O. Box 3714, Boise, ID 83703-0714, and the registered agent for service of process upon said corporation shall be Robert J. Elgee at 601 W. Hays, Suite 11, Boise, ID 83702.

ARTICLE V

CAPITAL STOCK

The amount of the capital stock of this corporation is 1000 shares of common stock at no par value.

ARTICLE VI

DIRECTORS

The number of directors of the corporation shall be as provided by the By-Laws, and, initially this corporation shall have a board of one (1) director.

ARTICLE VII

BOARD OF DIRECTORS

The name and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified, are as follows:

Pat Paulson

P.O. Box 3714
Boise, ID 83703-0714

ARTICLE VIII

STOCKHOLDERS

The private property of the stockholders of the corporation shall not be subject to the payment of corporation debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

In the event that a stockholder:

(a) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge, any shares of stock in this corporation to any person ineligible by law or by virtue of these By-Laws to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these By-Laws, or

(b) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the events have enumerated occurs, the stockholder whose stock so becomes forfeit and is cancelled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation and, except to receive payment for his stock in accordance with the forgoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE IX

SALE OF STOCK

The corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE X

SUBSCRIBERS

The amount of the capital stock actually subscribed is 1000 shares each by the persons whose names are herein set forth:

Pat Paulson
(1000 shares)

P.O. Box 3714
Boise, ID 83703-0714

ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the subscribers have signed these Articles of Incorporation.

DATED this ~~31st~~ day of July, 1989. August 4, 1989


PAT PAULSON

STATE OF IDAHO)
) ss
County of Ada)

On this 4th day of August, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared PAT PAULSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Jacqueline M. Love
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: Aug. 1993