



# ARTICLES OF INCORPORATION

OF

# DENNY LEE'S TIRE, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

# ARTICLE I

NAME. The name of the corporation is DENNY LEE'S TIRE, INC.

#### ARTICLE II

PURPOSES. The purposes for which the corporation is formed are:

- (a) To manufacture, buy, sell, import, export, and generally deal in tires, tubes, batteries, and accessories for motor vehicles of all kinds and descriptions.
- (b) To repair and care for motor vehicles of all kinds and to buy and sell equipment and supplies therefor and appurtenances thereto;
- (c) To buy, sell, and deal in all goods, wares, and merchandise necessary or incidental to the operation, repair, or equipment of motor vehicles.
- (d) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE III

TERM OF EXISTENCE. The corporation shall have perpetual existence.

# ARTICLE IV

<u>CAPITALIZATION</u>. The number of shares of capital stock of the corporation authorized to be issued is fifty thousand (50,000), each share having a par value of one dollar (\$1.00).

# ARTICLE V

PRE-EMPTIVE RIGHTS. The shareholders of the corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued, except as otherwise provided in the Idaho Business Corporation Act.

# ARTICLE VI

RESTRICTIONS ON TRANSFER OF STOCK. If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof, to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement,

provided that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

#### ARTICLE VII

REGISTERED OFFICE. The location and post office address of the registered office of the corporation is 35 South Seventh East, Soda Springs, Idaho 83276.

# ARTICLE VIII

REGISTERED AGENT. The registered agent of the corporation at said registered office is Dennis L. Lee.

# ARTICLE IX

<u>DIRECTORS</u>. Three persons will constitute the initial Board of Directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Dennis L. Lee

35 South Seventh East Soda Springs, Idaho 83276 Robert B. Morrison 1422 South Redwood Road

Salt Lake City, Utah 84104

Kenneth H. Sowards 1422 South Redwood Road

Salt Lake City, Utah 84104

# ARTICLE X

OFFICERS. The officers of the corporation shall be a president, one or more vice presidents, a secretary, and a treasurer. One person may occupy two offices, but the same person shall not be both president and secretary.

#### ARTICLE XI

INCORPORATORS. The names and addresses of the incorporators are as follows:

Dennis L. Lee 35 South Seventh East

Soda Springs, Idaho 83276

Robert B. Morrison 1422 South Redwood Road

Salt Lake City, Utah 84104

Kenneth H. Sowards 1422 South Redwood Road

Salt Lake City, Utah 84104

## ARTICLE XII

<u>VOTING</u>. At all meetings of the shareholders of the corporation, each holder of the common stock of the corporation shall be entitled to one vote for each share of stock outstanding in his or her name on the books of the corporation. Cumulative voting shall not be allowed.

DATED this  $\eta^{th}$  day of <u>becamber</u>, 1985.

Dennis L. Lee

Robert B. Morrison

Zewett 25 Sawons Kenneth H. Sowards

STATE OF UTAH

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COUNTY OF SALT LAKE)

On this the day of December, 1985, personally appeared before me Dennis L. Lee, Robert B. Morrison, and Kenneth H. Sowards, the signers of the foregoing Articles of Incorporation, who duly acknowledged to me that they executed the same.

Notary Public, residing a Salt Lake County, Utah

My Commission Expires:

Aug 27, 1986