

CERTIFICATE OF INCORPORATION
OF

DUNN'S TIRE SERVICE, 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 _____

DUNN'S TIRE SERVICE, INC.

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: **April 1st, 1981**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

APR 1 4 01 PM '81

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

DUNN'S TIRE SERVICE, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be DUNN'S TIRE SERVICE, INC.

ARTICLE II.

The purposes for which said corporation is formed are:

A. To manufacture, buy, sell, re-cap or re-tread automobile, truck, tractor, motorcycle and any other miscellaneous type of tire.

B. To balance tires, align the steering or front end mechanisms on automobiles, trucks, tractors and other equipment, and to generally deal in all types of accessories relating to the tire business.

C. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, improve, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any

ARTICLES - 1

1 time owned or held by the corporation.

2 D. To receive, acquire, hold, purchase, dispose
3 of, convey, mortgage and lease personal property; to dispose
4 of, sell, lease and assign, transfer, mortgage or convey
5 any rights, privileges, franchises, or other personal property
6 of the corporation other than its franchise of being a corpora-
7 tion, and to acquire, purchase, guarantee, hold, mortgage,
8 own, vote, sell, pledge or otherwise dispose of and deal
9 in shares of stock, or bonds, securities and debentures and
10 other evidences of indebtedness of other corporations, domestic
11 or foreign, and within or without the United States of America.

12 E. To cause to be formed, merged or reorganized
13 or liquidated, and to promote, take charge of and aid in
14 any way permitted by law, the formation, merger, reorganization
15 or liquidation of any corporation, association or entity,
16 domestic or foreign, either within or without the United
17 States of America.

18 F. To generally engage in the business of buying,
19 selling, or otherwise dealing in notes, open accounts or
20 other similar evidences of debt, and any and all other forms
21 of real, personal or mixed property choses in action; to
22 receive and accept transfers, pledges, mortgages and conditional
23 sales contracts and to deal with the same as owner, lender,
24 assignee, factor, or otherwise as a means of security or
25 of recovering money or property advanced, invested or loaned;
26 to conduct investigations and credit or business researches;
27 and to repossess by legal process or otherwise for the enforce-
28 ment of any property rights, liens, or interest in property.

29 G. To borrow money and otherwise incur indebted-
30 ness without limit as to amount, and to draw, make, accept,
31 endorse, transfer, assign, guarantee, execute and issue loans,

32 ARTICLES - 2

1 debentures, notes, checks, drafts, bills of exchange, negotiable
2 instruments, and all other instruments for the payment of
3 money, negotiable or nonnegotiable, and whether secured or
4 unsecured.

5 H. To conduct business in this state, other states,
6 District of Columbia, territories or colonies of the United
7 States and in foreign countries, and to have one or more
8 offices and places of business out of this state, and to
9 acquire, receive, purchase, lease, mortgage, dispose of and
10 convey real or personal property situated therein.

11 I. To acquire the good will, rights and property,
12 and the whole or any part of the assets, tangible or intangible,
13 and to undertake or in any way assume the liabilities of
14 any person, firm, association or organization; to pay for
15 the good will, rights, property and assets in cash, the stock
16 of this corporation or bonds of this corporation or otherwise,
17 or by undertaking the whole or any part of the liabilities
18 of the transferror; to hold or in any manner to dispose of
19 the whole or any part of the property so acquired; and to
20 conduct in any lawful manner the whole or any part of any
21 business so acquired, and to exercise all powers necessary
22 or convenient in the conduct and management of such business.

23 J. To apply for, purchase, register or in any
24 manner to acquire, and hold, own, use, operate and introduce,
25 and to sell, lease, assign, pledge or in any manner dispose
26 of, and in any manner deal with patents, patent rights, licenses,
27 copyrights, trademarks, trade names, and to acquire, own,
28 use or in any manner dispose of any and all inventions, improve-
29 ments, processes, labels, designs, brands or other right,
30 and to work, operate or develop the same, and to carry on
31 any business, manufacturing or otherwise, which may directly

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1 or indirectly promote these objects or any of them.

2 K. To purchase, insofar as the same may be done
3 without impairing the capital of the corporation, except
4 as otherwise permitted by law, and to hold, pledge and reissue
5 shares of its own capital stock; provided that such stock,
6 while so acquired and held, shall not be entitled to vote
7 nor to receive dividends.

8 L. To guarantee the performance of contracts,
9 agreements, undertakings, obligations, promises or duties
10 of contractors, subcontractors or other persons.

11 M. To have, exercise and enjoy all of the powers
12 now or hereafter granted to corporations organized under
13 the laws of the State of Idaho, and particularly all of the
14 powers and privileges granted to corporations by Chapter
15 1 of Title 30 of the Idaho Code, and any present and future
16 amendments thereto, and to do any act or thing necessary
17 or convenient for the transaction of the aforementioned busi-
18 ness purposes and the carrying into effect of any and all
19 of the aforesaid objects and purposes.

20 N. To enter into contracts or obligations of any
21 type or kind essential, necessary, convenient or proper to
22 the transaction of its ordinary business affairs, or for
23 any of the objects and purposes of the corporation. To appoint
24 agents, subagents and salesmen, and to enter into all necessary
25 contracts with agents, subagents, salesmen and dealers.

26 O. All of the foregoing provisions of this Article
27 II are to be construed both as objects and powers, and it
28 is hereby expressly provided that the enumeration herein
29 of specific objects and powers shall not be held to limit
30 or restrict in any manner the general powers of the corpora-
31 tion; provided, however, that nothing herein contained shall
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1 be deemed to authorize or permit the corporation to carry
2 on any business or to exercise any power or to do any act
3 which corporations formed under the laws of the State of
4 Idaho may not carry on or do at the time. It is the intention
5 that the purposes, objects and powers specified in each of
6 the paragraphs of this Article II of these Articles of Incor-
7 poration shall, except as otherwise provided, in no wise
8 be limited or restricted by reference or inference from the
9 terms of any other clause or paragraph in this Article, or
10 of any other provision of these Articles of Incorporation.

11 ARTICLE III.

12 The corporation shall have perpetual existence.

13 ARTICLE IV.

14 The location and post office address of the cor-
15 poration's registered office and primary office of business
16 shall be 2216 Caldwell Boulevard, Nampa, Idaho 83651; the
17 registered agent of the corporation is Kenneth L. Dunn, and
18 the initial directors are Kenneth L. Dunn and Ellen L. Dunn,
19 whose address is also 2216 Caldwell Boulevard, Nampa, Idaho
20 83651.

21 ARTICLE V.

22 The amount of capital stock of this corporation
23 shall be 1,000 shares of \$100.00 par value common stock.

24 ARTICLE VI.

25 The names and post office addresses of the incor-
26 porators are as follows:

| 27 | | Post Office |
|----|-----------------|---|
| 28 | <u>Name</u> | <u>Address</u> |
| 29 | Kenneth L. Dunn | 2216 Caldwell Blvd. Nampa, Idaho 83651 |
| 30 | Ellen L. Dunn | 2216 Caldwell Blvd. Nampa, Idaho 83651 |

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1 ARTICLE VII.

2 The Board of Directors shall consist of two directors,
3 but during their term of office, or thereafter, the number
4 of directors may be increased or decreased from time to time
5 as may be provided by the By-Laws; provided, however, that
6 the number of directors constituting the Board of Directors
7 shall not be less than two nor more than six. Where all of
8 the shares of the corporation are owned beneficially and of
9 record by either one or two stockholders, the number of directors
10 may be less than three, but not less than the number of stock-
11 holders.

12 ARTICLE VIII.

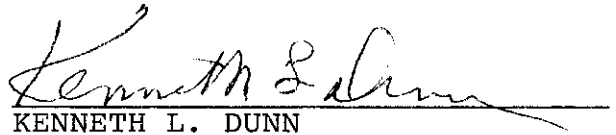
13 The Board of Directors, by a majority vote, shall
14 have the power to adopt By-Laws, and to repeal and amend
15 By-Laws.

16 ARTICLE IX.

17 No contract or other transaction between the corporation
18 and any other corporation, whether or not a majority of the
19 shares of the capital stock of such other corporation is
20 owned by the corporation, and no act of the corporation,
21 shall be in any way affected or invalidated by the fact that
22 any of the directors of the corporation are pecuniarily or
23 otherwise interested in, or are directors or officers of
24 such other corporation; any director individually, or any
25 firm of which such director may be a member, may be a party
26 to, or may be pecuniarily or otherwise interested in, any
27 contract or transaction of the corporation, provided that
28 the fact that he or such firm is so interested shall be disclosed
29 or shall have been known to the Board of Directors; and the
30 director of the corporation who is also so interested, may
31 be counted in determining the existence of a quorum at any
32 ARTICLES - 6

1 meeting of the Board of Directors of the corporation which
2 shall authorize such contract or transaction, with like force
3 and effect as if he were not such director or officer of
4 such other corporation, or not so interested.

5 IN WITNESS WHEREOF, the undersigned incorporators
6 of said corporation have hereunto set their hands and seals
7 this 30th day of March, 1981.

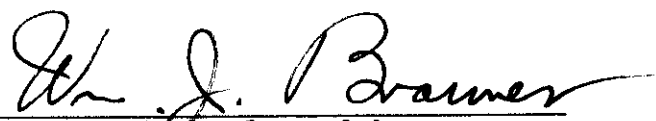
8
9 
KENNETH L. DUNN

11
12 
ELLEN L. DUNN

13 STATE OF IDAHO)
14 County of Canyon) ss.

15 On this 30th day of March, 1981, before me,
16 the undersigned, a Notary Public in and for said State, person-
17 ally appeared KENNETH L. DUNN and ELLEN L. DUNN, husband
18 and wife, known to me to be the persons whose names are subscrib-
19 ed to the foregoing instrument, and acknowledged to me that
20 they executed the same.

21 IN WITNESS WHEREOF, I have hereunto set my hand
22 and affixed my official seal the day and year in this certi-
23 ficate first above written.

24
25 
26 (SEAL) Notary Public for Idaho
Residing at Caldwell, Idaho

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