



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

CON PAULOS CHEVROLET, 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 \_\_\_\_\_

CON PAULOS CHEVROLET, 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 July 31, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED

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ARTICLES OF INCORPORATION  
OF  
CON PAULOS CHEVROLET, 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

The name of the corporation is CON PAULOS CHEVROLET, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

- (a) To engage in the business of purchasing, acquiring, owing, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owing, selling and generally dealing in all types of supplies used by all types of motor vehicles.
- (b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop,

invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

- (c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (d) To promote or aid in any manner, financially or otherwise, any person, firm, corporation or association, and to guarantee contracts and other obligations.
- (e) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character

with any person, firm association or corporation, or any government or authority or subdivision or agency thereof.

- (f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 30-1-3 and 30-1-4, Idaho Code, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares, divided into two classes, as follows:

- (a) Class A Common Stock, consisting of 1,500 shares of the par value of Fifty Dollars (\$50.00) each.
- (b) Class B Common Stock, consisting of 500 shares of the par value of One Hundred Dollars (\$100.00) each.

The following rights, privileges and conditions shall attach to the holders of the respective classes of stock as follows:

- (a) All issued shares of the corporation shall have one vote.
- (b) Dividends paid by the corporation shall be on a share-by-share basis.
- (c) Corporate losses exceeding fifteen percent (15%) of the total par value of issued shares shall be first assessed against the Class B Common Stock, up to the par value of said issued shares of Class B Common Stock, and thereafter shall be assessed against the Class A Common Stock, not to exceed the par value of the issued shares of said Class A Common Stock.

#### ARTICLE V

There shall be no preemptive rights to any issued and outstanding corporate shares.

#### ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation shall be set out in the By-Laws of the corporation.

#### ARTICLE VII

The address of the initial registered office of the corporation is 143 West Main, Jerome, Idaho 83338, and the name of its initial registered agent at such address is Con P. Paulos, also known as Con Pete Paulos.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Con P. Paulos	143 West Main Jerome, Idaho 83338
Louis N. Strike	9781 Pinto Court Cincinnati, Ohio 45207
Cynthia R. Paulos	143 West Main Jerome, Idaho 83338


ARTICLE IX

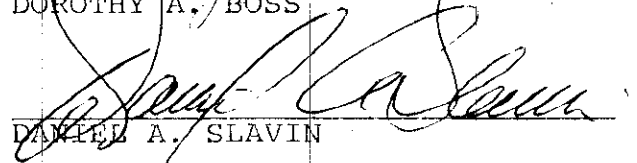
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Con P. Paulos	143 West Main Jerome, Idaho 83338
Dorothy A. Boss	1953 Ninth Avenue East Twin Falls, Idaho 83301
Daniel A. Slavin	791 Sunrise Boulevard North Twin Falls, Idaho 83301

DATED This 30<sup>th</sup> day of July, 1979.

  
CON P. PAULOS


  
DOROTHY A. BOSS

  
DANIEL A. SLAVIN

STATE OF IDAHO )  
 : ss.  
County of Twin Falls )

On this 30<sup>th</sup> day of July, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared CON P. PAULOS, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he 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.

  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.

STATE OF IDAHO )  
 )  
 ) ss.  
County of Twin Falls )

On this 30<sup>th</sup> day of July, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared DOROTHY A. BOSS, known to me to be the person who executed the foregoing instrument, and acknowledged to me that she executed the same.

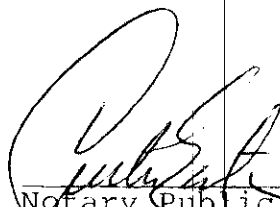
IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal the day and year in this  
certificate first above written.

  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.

STATE OF IDAHO )  
 : ss.  
County of Twin Falls )

On this 30<sup>th</sup> day of July, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared DANIEL A. SLAVIN, known to me to be the person who executed the foregoing instrument, and acknowledged to me that he 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.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Twin Falls, Idaho.