



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

WHEELS R US, 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: January 30, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Richards*

ARTICLES OF INCORPORATION

OF

WHEELS R US, INC.

44 23 AM '91  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, do hereby certify, as follows:

ARTICLE I

The name of this corporation is WHEELS R US, INC.

ARTICLE II

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

The purposes for which said corporation is formed are:

(a) To engage in, carry on, and conduct the business of selling at retail and wholesale used and new automobiles, trucks, off-road equipment and generally all motorized vehicles and to service and repair the same and generally engage in any legitimate business relating thereto and to sell at retail or wholesale, goods, merchandise, wares and equipment of all types and description and to engage in any lawful commerce, business or services of every kind or nature, and to purchase, sell, lease and acquire land for all lawful purposes, to erect buildings and structures thereon and to perform any and all things lawful as necessary, reasonable, pertinent and desirable in connection with such activities and generally to do and perform every business activity and commerce authorized by law in sole proprietorship, or in association or partnership with other firms or individuals.

(b) To borrow money or otherwise indebtedness to such limits as may be authorized by the board of directors, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable, secured and unsecured.

(c) To conduct business in this state or other states, District of Columbia, territories and colonies of the United States, and foreign countries or territories as allowed by law, and to maintain one or more offices or other places of business outside of this state, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove or hereafter stated to this corporation; to acquire the operating name, good will, property rights and the whole or any part of any estate, tangible or intangible, and to assume the liability of any part of any person, firm, association, corporation or other business organization, and to pay for said good will, rights, property and assets in cash and the stock of this corporation or other business organization, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transfer thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties, directly or indirectly related to the purposes and objects of this corporation or, though not so connected, to preserve or protect the assets of this corporation.

(d) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own capital stock.

(e) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licensees, partners, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

(f) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this corporation provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or exercise any powers or do any act which corporations formed under the laws of Idaho now or hereafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified in any one of the paragraphs of this Article III shall in no wise restrict or limit by reference or inference the terms, objects, purposes and powers of any other clauses or paragraphs in this article contained, nor in any of the other articles of the Articles of Incorporation.

#### ARTICLE IV

The capital stock of this corporation shall be in the amount of \$50,000, divided into 5,000 shares of nonassessable common stock of the par value of \$10.00 per share, which stock shall be the voting stock of the corporation.

#### ARTICLE V

The initial registered office of the corporation shall be 1609 West State Street, Boise, Idaho 83702.

#### ARTICLE VI

The name of the initial registered agent of the corporation is Tim S. McDaniel, whose mailing address is 1609 West State Street, Boise, Idaho 83702

#### ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a board of directors. The number of directors shall be determined by the by-laws of the corporation and shall be elected annually at the annual meeting of the shareholders of the corporation. The number of directors constituting the initial board of directors shall be one who shall serve until the first annual meeting of shareholders who shall serve until his successor is elected and qualified. The name and address of the initial director who shall serve until the first annual meeting of the shareholders is:

<u>NAME</u>	<u>ADDRESS</u>
Tim S. McDaniel	1609 West State Street Boise, Idaho 83702

#### ARTICLE VIII

The name of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tim S. McDaniel	1609 West State Street Boise, Idaho 83702

#### ARTICLE IX

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation in Boise, Idaho, on the second Tuesday in January of each year or at such other places as may be determined from time to time by the board of

directors. In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election shall be conducted in such manner and form as may be provided by the Bylaws.

#### ARTICLE X

The board of directors of this corporation, by a majority vote, shall have the power to repeal or amend Bylaws thereof, and to adopt a new code of Bylaws, if in their discretion that becomes proper.

#### ARTICLE XI

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

#### ARTICLE XII

No contracts, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested in or are directors or officers of such other corporation, provided that the fact that he or such firm is so interested in or are directors or officers of such other firm is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this corporation which will authorize such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or was not otherwise interested therein.

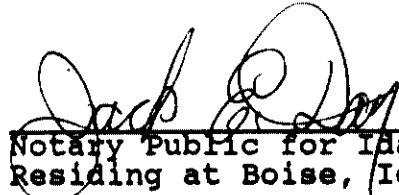
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29 day of January, 1991.

  
Tim S. McDaniel

STATE OF IDAHO        }  
County of Ada         } ss.

On the 29 of January, 1991, before me the undersigned, a Notary Public in and for said State, personally appeared TIM S. McDANIEL, known to me to be the person whose name is subscribed to the within 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.

  
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Notary Public for Idaho  
Residing at Boise, Idaho