

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BLUE LAKES AUTOMOTIVE, 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: July 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

BLUE LAKES AUTOMOTIVE, INC.

RECEIVED
SEC. OF STATE

JUL 6 1978

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I certify in writing:

ARTICLE 1 NAME

The name of the corporation shall be Blue Lakes Automotive, Inc.

ARTICLE 2 PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE 3 DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE 4 REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 1115 Blue Lakes Blvd. North, Twin Falls, County of Twin Falls, State of Idaho. The mailing address of the registered office of the corporation shall be the same. Kevin R. Powers shall be the registered agent at the address set forth above.

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**ARTICLE 5
CORPORATE STOCK**

The aggregate number of common shares which the corporation shall have authority to issue is 1,000, all of which shall have no par value.

**ARTICLE 6
INCORPORATORS**

Following are the names and mailing addresses of the incorporators:

<u>Name of Incorporator</u>	<u>Mailing Address</u>
Kevin R. Powers	1115 Blue Lakes Blvd. North Twin Falls, ID 83301
Denise R. Powers	1115 Blue Lakes Blvd. North Twin Falls, ID 83301

**ARTICLE 7
MANAGEMENT**

The business of the corporation shall be managed by a board of at least three directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article 6 above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.


**ARTICLE 8
BY-LAWS**

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, I have set my hand this 1st day of July, 1993.



Kevin R. Powers



Denise R. Powers

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

On this 1st day of July, 1993, before me, a notary public for Idaho, personally appeared Kevin R. Powers, known or identified to me to be the person whose name is subscribed to 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 first above written.



Cynthia King
NOTARY PUBLIC FOR IDAHO
Residing at TWIN FALLS, IDAHO
Commission Expires 5-17-98

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

On this 1st day of July, 1993, before me, a notary public for Idaho, personally appeared Denise R. Powers, known or identified to me to be the person whose name is subscribed to 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 first above written.



Cynthia King
NOTARY PUBLIC FOR IDAHO
Residing at TWIN FALLS, IDAHO
Commission Expires 5-17-98

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