



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

TOWN & COUNTRY VOLKSWAGEN, INC.

was filed in the office of the Secretary of State on the **twenty-sixth** day of **March** A.D., One Thousand Nine Hundred **sixty-eight** and **will be** duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Caldwell, Idaho** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **March**, A.D., 19 **68**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
TOWN & COUNTRY VOLKSWAGEN, INC.

KNOW ALL MEN 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, hereby certify as follows:

ARTICLE I.

The name of the corporation shall be "TOWN & COUNTRY VOLKSWAGEN, INC."

ARTICLE II.

The purposes for which said corporation is formed are:

(a) To manufacture, buy, repair, purchase, sell, lease, rent, exchange and deal in automobiles, automobile vehicles, motor trucks, tractors, all or any kind of motor vehicles, motor and automobile parts, all kinds of hardware, machinery, metal casting and electrical appliances.

(b) To buy, sell, furnish, supply and handle motor oils, gasoline, motor fuel and lubricants and other oil and petroleum products and by-products, to deal in fixtures, equipment and devices for the storage of, handling and purchase and sale of said products; to engage in any or all of the above specified objects herein, and in (a) above either as wholesaler or retailer; to lease, own, maintain and operate gas and oil station buildings, storage houses and garages and generally to buy and sell all goods, wares and mer-

chandise necessary, incidental, convenient, auxiliary to an oil and gasoline business and to act as agent and distributor of all such articles.

(c) In carrying on its business or for the purpose of attaining or furthering any of its objects the corporation may do any and all acts and things and to exercise any and all other powers which a corporation or natural person could do and exercise, and which now, or hereafter, may be authorized by law, either as or by and through principal, agent, attorney, contractor, factor, lessor, lessee or otherwise, either alone or in conjunction with others, and at any place; and in addition thereto to have and exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under and by virtue of the laws of the State of Idaho which authorize the foundation or formation of such corporation.

(d) All of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed, may be enlarged, amended or changed in any manner, or to any extent, by a certificate of amendment made, executed, authorized and filed in any manner now or hereafter permitted by the Laws of the State of Idaho.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the corporation's registered office and primary office of business shall be Highway 30 East, Caldwell, County of Canyon, State of Idaho.

ARTICLE V.

The amount of capital stock of this corporation shall be 1,000 shares of the par value of \$100.00 per share, making a total authorized capital stock of \$100,000.00.

ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>
Donald G. Hull	503 W. Colorado Nampa, Idaho	1	\$100.00 par value
Phyllis M. Hull	503 W. Colorado Nampa, Idaho	1	\$100.00 par value
Leon R. Weeks	P. O. Box 293 Nampa, Idaho	1	\$100.00 par value

ARTICLE VII.

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the term of office shall be set by the By-Laws and the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than three (3) nor more than seven (7).

ARTICLE VIII.

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

ARTICLE IX.

No contract or other transaction between the 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, and no act of the corporation shall be in

any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation, have hereunto set their hands this 26th day of March, 1968.

Donald G. Hull
Donald G. Hull

Phyllis M. Hull
Phyllis M. Hull

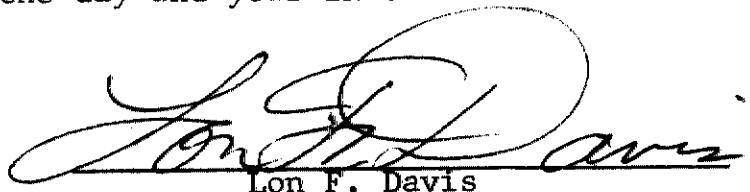
Leon R. Weeks
Leon R. Weeks

STATE OF IDAHO)
County of Canyon) ss.

On this 26th day of March, 1968, before me, the

undersigned, a Notary Public in and for said State, personally appeared DONALD G. HULL, PHYLLIS M. HULL and LEON R. WEEKS, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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 witten.

A handwritten signature in cursive script, appearing to read "Lon F. Davis", written over a horizontal line.

Lon F. Davis
Notary Public for Idaho
Residing at Nampa, Idaho

(SEAL)