



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SHAFFER FORD MERCURY, INC.

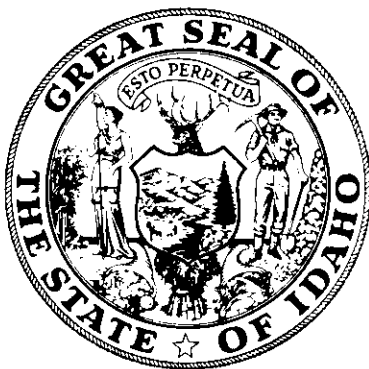
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SHAFFER FORD MERCURY, 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: **March 1, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

ARTICLES OF INCORPORATION
OF
SHAFFER FORD MERCURY, INC.

13-154
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We, the undersigned incorporators, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of Idaho, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is: SHAFFER FORD MERCURY, INC., and is organized at Franklin County, Idaho.

ARTICLE II

DURATION

The time of duration of this corporation is perpetual, subject to dissolution as authorized by law.

ARTICLE III

PURPOSE

The purposes of this corporation are as follows:

- (a) To carry on a general automobile and truck sales business.
- (b) To sell and distribute automobiles and trucks and parts and accessories.

(c) To maintain a service and repair department.

(d) To do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

(e) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the corporation.

(f) To engage in any business whatsoever either as principal or as agent, or both, which the corporation may determine convenient or proper in furtherance of any of the purposes hereinabove mentioned or otherwise; and to have and acquire all the powers authorized by the laws of the State of Idaho under which the corporation is formed, whether expressly set forth in this article or not, as such laws are now in effect or may at any time hereafter be amended or enacted.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be: 40 East First North, Preston, Idaho 83263, and the initial registered agent shall be: GORDON T. PALMER.

A place of business and branch offices for the conducting or carrying on of any portion of the business may be established in any state, territory, or possession of the United States of America in which a corporation having the above powers can legally function, and the corporation may have one office or more than one office and keep the books of the corporation outside the State of Idaho.

ARTICLE V

AUTHORIZED SHARES

The capital stock of the corporation shall amount to Fifty Thousand and 30/100 (\$50,000.00) Dollars. The capital stock of the corporation shall be divided into one thousand (1,000) shares of Common Stock at Fifty and 30/100 (\$50.00) Dollars per value. At such time as the Board of Directors may by resolution direct, said capital stock shall be paid into the corporation either in cash or by the sale and transfer to it of real or personal property and any other valuable right or thing for the use and purpose of the said corporation, in payment for which shares of the capital stock of the corporation will be issued and the capital stock so issued shall thereupon and thereby become and be fully paid-up and nonassessable forever, and in the absence of actual fraud in the transactions, the judgement of the Board of Directors as to the value of the property purchased shall be conclusive. The corporation by the action of its shareholders, is authorized to increase, decrease or reclassify its stock, or to recall the same. In addition to its capital stock, the corporation may accept additional cash or property as paid-in surplus.

ARTICLE VI

INCORPORATOR

The names and post office addresses of the Incorporators and the number of shares for which they subscribe are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES</u>
GORDON T. PALMER 510 East Fourth South Preston, ID 83263	797
JULIE P. PALMER 510 East Fourth South Preston, ID 83263	3
CLAIR C. SHAFFER 324 South Fourth West Preston, ID 83263	200

ARTICLE VII

BOARD OF DIRECTORS

The name and post office address of each of the proposed members of the initial Board of Directors are as follows:

GORDON T. PALMER
510 East Fourth South
Preston, ID 83263

JULIE P. PALMER
510 East Fourth South
Preston, ID 83263

CLAIR C. SHAFFER
324 South Fourth West
Preston, ID 83263

ARTICLE VIII

CORPORATE AFFAIRS

The method and manner of holding director's meetings and stockholder's meetings, the authority and duties of each of the officers of the corporation, and all other matters for management and control of the corporation shall be determined by the By-Laws of the corporation and by the laws of the State of Idaho.

ARTICLE IX

AMENDMENTS TO ARTICLES

These articles may be amended in any respect conformable to the laws of the State of Idaho and by a vote of the required percentage of stockholders as required by the laws of the State of Idaho in a meeting of stockholders called for that purpose as prescribed by law.

ARTICLE X

AMENDMENTS TO BY-LAWS

The Board of Directors may repeal and amend the By-Laws of the corporation and adopt new By-Laws.

IN WITNESS WHEREOF, I hereunto set my hand and seal
this 29th day of February, 1904.


GORDON T. PALMER


JULIE P. PALMER


CLAIR C. SHAFFER