

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

SMITH CHEVROLET CO. INC.

was filed in the office of the Secretary of State on the 12th day
of November A.D. One Thousand Nine Hundred Fifty-eight and
duly recorded on Film No. 101 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
50 years existence from the date hereof, with its registered office in this State located at
Idaho Falls in the County of Bonneville

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 12th day of November,
A.D., 19⁵⁸.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SMITH CHEVROLET CO. INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporation, have this day voluntarily associated ourselves together and hereby agree as follows:

ARTICLE I.

The name of this corporation shall be and is the "SMITH CHEVROLET CO. INC."

ARTICLE II.

The time of the duration of this corporation shall be Fifty (50) years, from and after the date of its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and general business shall be, Idaho Falls, Idaho, but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at such other places, whether within or without the State of Idaho, within or without the United States.

ARTICLE IV.

The names of the incorporators and their places of residence are as follows:

David Smith	Idaho Falls, Idaho
Emily Smith	Idaho Falls, Idaho
Albon L. Smith	Idaho Falls, Idaho

ARTICLE V.

That the purpose, object and pursuit of this corporation shall be to establish, operate, conduct, maintain, carry on and transact any and every kind of business relating to a general

AUTOMOBILE sales business, in Idaho Falls, Idaho, and elsewhere, as in this articles provided; to contract with firms, persons, associations, co-partnerships, corporations, and with municipal, city, county, state and national governmental agencies within the United States or any other country; for the purchase and/or sale of any commodity in furtherance of a general automobile sales business.

To purchase, sell, mortgage, hypothecate, pledge, lease or otherwise acquire, encumber, dispose of and deal in, either on its own behalf or as agent for others all kinds and character or property, real, personal, or mixed, of this corporation or of any other corporation, firm or person, and while the owner thereof to exercise all the rights, powers, and privileges of ownership including, in the case of stocks and shares, the right to vote thereon.

And unless otherwise prohibited by law, to incur debt, borrow and lend money, with or without security, and to indorse or otherwise guarantee the obligations of others; to make, issue, and sell promissory notes, bills of exchange, bonds, debentures and other evidence of debt of all kinds; to secure payment of its notes, bills of exchange, bonds debentures, and other indebtedness if deemed necessary, by pledge, hypothecation, mortgage, deed of trust, or otherwise of all or any property then owned by the corporation, and if deemed best, of any and all property thereafter acquired; to sell or exchange its promissory notes, bonds, debentures, and other evidence of indebtedness for property of any kind whatsoever, real or personal, and to sell or exchange the stock of this corporation, or any part thereof, for any purpose that the Board of Directors may determine, including the exchange of the corporate stock of this company for the corporate stock of any other corporation; subscribe for, purchase, or otherwise acquire, hold, and own, or hold for investment purposes, with the same rights and privileges as to ownership as may be enjoyed by natural persons, all kinds of shares, stocks, bonds, assets and/or obligations of any other corporation, and to purchase, sell, own, hold, pledge, or

otherwise acquire or dispose of, shares of its own capital stock acquired from stockholders or otherwise.

To do all things necessary and convenient to further the interests of this corporation and carry on the general purposes for which it is organized.

ARTICLE VI.

The total number of shares that may be issued by the corporation shall consist of One Thousand (1000) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, amounting to the sum of \$100,000.00.

The common stock shall be entitled to one vote for each share thereof issued and outstanding, and shall be the only stock of the corporation entitled to vote.

ARTICLE VII.

That the incorporators and the amount of the capital stock subscribed for by each, are as follows:

<u>Name</u>	<u>Number of Shares</u>
David Smith	Two
Emily Smith	Two
Albon L. Smith	Two

ARTICLE VIII.

The officers of this corporation shall consist of not less than three nor more than seven directors, each of whom shall be elected by the holders of a majority of the outstanding stock at any regular or special meeting called for that purpose; also a President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. The office of Secretary and Treasurer may be held by the same person; the officers of this corporation shall hold office for the period of one year or until their successors are duly elected and qualified; each officer of this corporation, in order to qualify as such, must be a common stockholder of this corporation and duly elected to such office as above set forth.

A director may be removed by a two-thirds vote of the out-

standing common stock at any special meeting called for that purpose as provided by law. Any officer of the corporation may resign by filing with the President or Secretary of the corporation, his resignation in writing; in the event of a vacancy in the board of directors from any cause, the board of directors shall have power to fill the vacancy and the director or directors so elected shall continue in office and have all the powers of a director until the stockholders meet in regular or special meeting to fill such vacancy.

ARTICLE IX.

The first annual meeting of the stockholders for the election of officers and the transaction of such other business as may properly come before the meeting, shall be held on the first day of July of each year, at the office of the corporation, or such other place as may be designated by the Board of Directors, at the hour of ten A.M., and subsequent annual meetings shall be held annually thereafter on the same day, month and hour of each succeeding year, except when that day is a holiday, in which case on the next day which is not a holiday. Special meetings of the stockholders may be called at any time by the board of directors and as provided by law. A majority of the outstanding stock shall constitute a quorum for a stockholders meeting.

ARTICLE X.

Written notice of the time, place and purpose of meetings including annual meetings shall be given by the secretary or other person authorized so to do, to all stockholders entitled to vote at such meetings, at least ten days prior to the day named for the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a share-holder at his last known post office address, notice shall be deemed to have been given him. Notice of time, place and purpose of any meeting of shareholders may be waived by the written assent of a shareholder entitled to notice filed with or entered upon the records of the

meeting either before or after the holding thereof.

ARTICLE XI.

In the absence of by-laws provisions written notice of Directors meeting shall be given each director at his last known address at least three days before the meeting and shall specify the purpose of the meeting. Such notice may be waived by a director in writing at the meeting or shall be conclusively deemed given if he be present at the meeting. At a meeting of the board of directors a majority thereof shall constitute a quorum for the transaction of business of the corporation, and at any meeting of the Board of Directors, power of the corporation may be exercised by a majority of those present.

ARTICLE XII.

The Board of Directors shall have complete control of the property and the business of the corporation. It may, without the authority or consent of the stockholders, sell and mortgage any part or all of the real and/or personal property and assets of the corporation; borrow and lend money, pledge the credit and property of the corporation for the payment of corporate debts, obligations and liabilities and, in the absence of express limitation by the stockholders or by law, it may do anything and everything with the business and property of the corporation that it deems advisable for the interest and welfare of the corporation. The board of directors shall have the power to make by-laws for the management of the business and property of the corporation, regulating the duties of its officers and their removal, and the transfer of its stock and such other rules and regulations as may be necessary or convenient for the carrying out of the objects of the corporation.

ARTICLE XIII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock and may be sold and issued by the corporation at such times and for such purposes and upon such

terms and conditions and to such persons as the board of directors may determine, including the power and authority to issue said stock, for consideration other than cash, such as for labor and services performed.

ARTICLE XIV.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.


ARTICLE XV.

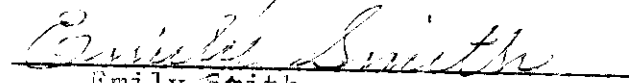
The officers of this corporation elected from the date of its incorporation and until their successors are duly elected and qualified, are as follows; to wit:

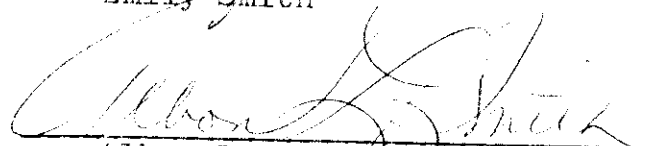
David Smith
Emily Smith
Albon L. Smith

President and Director
Vice-President and Director
Secretary-Treasurer and Director

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of November, 1958.


David Smith


Emily Smith


Albon L. Smith

STATE OF IDAHO

County of Bonneville

35.

David Smith, Emily Smith and Albon L. Smith, being first duly sworn on oath, each for himself and not for the other, deposes and says:

That he is a full age citizen of the United States and a resident of Idaho Falls, Idaho; that it is his bona fide intention and the bona fide intention of each of the subscribers of this agreement to commence and carry on the business mentioned in the foregoing agreement; that the stock subscribed for by the incorporators has been paid and that the foregoing Articles of Incorporation were duly signed by the respective incorporators therein set forth.

David Smith

~~Emily Smith~~

Albon L. Smith

Subscribed and sworn to before me this 11 day of November, 1958.

A.A. Merrill
Notary Public
Residence and P.O. Address
Idaho Falls, Idaho

SEAL