



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

ARTICLE ONE, INC.

was filed in the office of the Secretary of State on the

January

Third

day

Sixty-six

will be

A.D. One Thousand Nine Hundred

and

microfilm

duly recorded on Film No.

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

Moscow,

Latah.

in the County of

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,

3rd

January

this

day of

66

A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION
OF
REYNOLDS DODGE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a natural person and a citizen of the United States of America and the State of Idaho, of the age of twenty-one years and upwards, desiring to form a corporation under the laws of the State of Idaho, do hereby adopt these Articles of Incorporation and execute the same in triplicate:

ARTICLE I.

The name of this corporation is REYNOLDS DODGE, INC.

ARTICLE II.

The duration of this corporation shall be perpetual.

ARTICLE III.

The location and post office address of the registered office of this corporation in the State of Idaho is Moscow, Idaho.

ARTICLE IV.

This corporation is authorized to issue one class shares of capital stock which shall be designated as common stock.

The total number of common stock this corporation shall be authorized to issue is five hundred (500) shares.

The par value of each of the shares of common stock shall be One Hundred Dollars (\$100.00).

The aggregate par value of the shares of the corporation shall be Fifty Thousand Dollars (\$50,000.00).

The stock of the Corporation shall be non-assessable.

ARTICLE V.

The purposes, objects and powers of this corporation shall be as follows:

To engage, generally, in the business of buying, selling, repairing and servicing of motor vehicles and parts, accessories and supplies used in connection therewith.

To own, lease, or otherwise acquire, and own, operate, manage or lease out, garages and service stations.

To purchase, own, lease, sell, transfer, finance, encumber, service, repair, renovate, recondition, and generally deal in and with all types of new and used automobiles, trucks and other vehicles and all types of parts, accessories and supplies in connection therewith.

To store automobiles and other types of vehicles, and to perform any and all services in connection therewith.

To rent and/or lease out automobiles and other vehicles, and to perform any and all services incidental thereto.

To buy, own, handle, sell, and otherwise deal in and with, petroleum products of every type, kind and description.

To engage in each, every and all types of business customarily engaged in by automobile dealerships, garages and service stations.

To lease, purchase, or otherwise secure, acquire, own, hold,

manage, improve, use, operate, sell, assign, transfer, rent, lease, convey and otherwise deal with and in real and personal property of every type, kind and description.

To, in general, carry on and conduct any other business or businesses which may be advantageously carried on and conducted with, or incidental to, any or all of the businesses, matters and things aforesaid.

To enter into, execute, perform and carry out contracts of every kind for any lawful purpose, the doing of which is incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects, purposes and kinds of business in this article mentioned.

To lend and advance money or give credit to such persons and on such terms as may seem expedient, and to give guaranty and become security for any such persons; but nothing herein contained shall be construed to give this corporation banking powers.

To borrow money without limitation as to the amount for any purpose or purposes of the corporation, whether secured or unsecured, and from time to time, make, accept indorse, execute, and issue bonds, debentures, promissory notes, bills of exchange or other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other objects or purposes of the corporation or its business, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, trust deed, or by other lien upon, assignment of, or agreements in regard to, all or any part of the property, rights, or pledges of the corporation wheresoever situated, whether now owned or hereafter to be acquired.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental, ancillary, related, pertaining, necessary or proper to or connected with any or all of the objects or purposes in this article mentioned or any part or parts thereof, provided that the same shall be not inconsistent with the laws and statutes of the State of Idaho or of any state wherein this corporation shall engage in business.

The purposes specified in this article shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or clause in this or any other article, but the purposes and powers specified in each of the paragraphs and clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning or general terms and purposes or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be in like nature.

That the enumeration of purposes and powers herein set forth are not intended to and shall not in any manner limit or restrict the general powers of this corporation under the laws and statutes of the State of Idaho or any other state or states wherein this corporation shall engage in business.

ARTICLE VI.

This corporation shall have power and authority to buy or otherwise acquire its own stock and to hold the same as treasury stock and to sell or otherwise dispose of the same.

ARTICLE VII.

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

<u>Name of Incorporator</u>	<u>Post Office Address:</u>	<u>Number of Shares Subscribed:</u>
Gerald R. Reynolds	945 North Grant Moscow, Idaho	One Share
June M. Reynolds	945 North Grant Moscow, Idaho	One Share
Lloyd G. Martinson	618 South Garfield Moscow, Idaho	One Share

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands this 21 day of December, 1965.

Gerald R. Reynolds
Gerald R. Reynolds

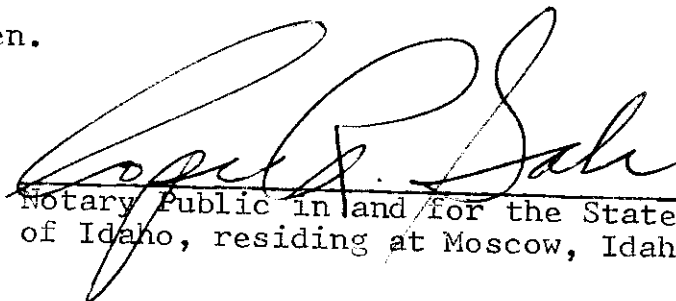
June M. Reynolds
June M. Reynolds

Lloyd G. Martinson
Lloyd G. Martinson

STATE OF IDAHO)
 : ss.
County of Latah)

On this 21 day of December, 1965, before me, the undersigned, a Notary Public in and for said state, personally appeared GERALD R. REYNOLDS, JUNE M. REYNOLDS, and LLOYD G. MARTINSON, known to me to be the persons whose names are subscribed to the above and foregoing instrument entitled "Articles of Incorporation of "REYNOLDS DODGE, INC.," and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.


Notary Public in and for the State
of Idaho, residing at Moscow, Idaho.