

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

HONSTEAD MOTOR CO., INC.

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

2nd day

of January A.D. One Thousand Nine Hundred

59 and

duly recorded on Film No. 105 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

Nampa

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 2nd day of January, A.D., 19 59.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

OF

HONSTEAD MOTOR CO., INC.

* * *

WE, the undersigned, hereby mutually agree to unite and associate ourselves as a corporation; that we are all natural persons of full age, at least two-thirds of whom are citizens of the United States, and for such purpose, we hereby make, execute, and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be the HONSTEAD MOTOR CO., INC.

ARTICLE II

The period of existance and the duration of the life of this corporation shall be perpetual.

ARTICLE III

The principal office and place of business of this corporation shall be Nampa, Canyon County, Idaho.

ARTICLE IV

The seal of this corporation shall be circular in form, containing the name of the corporation, "HONSTEAD MOTOR CO., INC."

ARTICLE V

The object of this corporation and purposes of this corporation shall be to carry on the business of buying, selling, renting, storing, repairing and caring for automobiles, motorcycles and

motor vehicles of all kinds and dealing in supplies therefor and appurtenances thereto; to purchase land, build, purchase or otherwise acquire and operate building, storage houses and garages for the storing, caring for and keeping for hire therein of automobiles, motorcycles and motor vehicles of every kind, nature and description; to buy, sell, trade and deal in all goods, wares and merchandise necessary or incidental to the operation, repair or equipment of automobiles, motorcycles or motor vehicles of any kind, nature, manufacture or description; to engage in the business of financing, insuring and refinancing of automobiles or motor vehicles; to rent real property.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue notes, bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed, or trust, or otherwise,

To purchase, hold, sell and transfer the shares of its own capital stock; and provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To receive, purchase, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, any bonds, securities, warrants or evidence of indebtedness created by any other corporation or corporations, either public or private, organized under the laws of this State or any other state, county, nation or government, and while the owner thereof, to excercise all the rights, powers and privileges of ownership, including the right to vote any such stock.

To have one or more offices to carry on all or any of its operations and business, and, without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, improve, lease, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business, or transaction in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws thereof, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VI

The business and prudential affairs of this corporation shall be managed and controlled by a board of eight (8) directors, to be elected annually at the annual meeting of the stockholders.

ARTICLE VII

The names and residences of the persons who have been selected as the Board of Directors to manage the business and prudential affairs of this corporation for the first year, are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
<u>CLAYTON B. TOLLEFSON</u>	<u>Nampa, Idaho</u>
<u>REX A. SWINDELL</u>	<u>Nampa, Idaho</u>
<u>AUBREY F. GREY</u>	<u>Nampa, Idaho</u>
<u>HAROLD L. WISEMAN</u>	<u>Nampa, Idaho</u>
<u>NEWELL A. WADE</u>	<u>Nampa, Idaho</u>
<u>JERRY E. STANKE</u>	<u>Nampa, Idaho</u>
<u>S. G. HONSTEAD</u>	<u>Nampa, Idaho</u>
<u>FRANK C. BEVINGTON</u>	<u>Nampa, Idaho</u>

ARTICLE VIII

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation on the third Monday in January, 1959, and on the third Monday in January each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by the By-Laws.

ARTICLE IX

In all elections for directors, each stockholder shall be entitled to one vote for each share of stock owned by him for each director. In all elections for directors, each stockholder

shall have the right to vote the number of shares of stock held by him for as many persons as there are directors to be elected. On all matters involving corporate acts transacted in stockholder's meeting, any stockholder may demand a vote according to the ownership of stock.

ARTICLE X

The amount of the authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) divided into ONE THOUSAND (1,000) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, all stock to be fully paid for prior to issue and non-assessable.

ARTICLE XI

Any stockholder desiring to dispose of or sell said stockholder's stock of this corporation shall first offer, by a sixty day written notice of intention to sell, dispose of, or transfer said stock, to the corporation by serving such notice upon the Secretary of the corporation, giving the corporation and its remaining stockholders the preferential right of purchasing said stock at the price which the stockholder proposes to sell his stock so stated in the notice, the By-Laws shall provide such regulations as may be necessary to properly carry out these provisions.

ARTICLE XII

Subject always to By-Laws made by the stockholders, the Board of Directors may make By-Laws, and, from time to time, may alter, amend or repeal any By-laws; but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders

at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the stockholders be included in the notice of special meeting to the stockholders.

ARTICLE XIII

Immediately upon the election of directors and the adjourning of the stockholder's meeting, or as soon thereafter as convenient, the Directors so elected shall meet and organize by electing one of their number President, and one of their number Vice-President, and by electing from their number or from the stockholders, a Secretary and Treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the By-Laws or by the Board of Directors.

ARTICLE XIV

The amount of said capital stock that has been actually subscribed for is eight shares, or \$ 800.00, and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each, to-wit:

NAME	NO. OF SHARES	AMOUNT
<u>Clayton B. Tollefson</u>	<u>1</u>	\$ <u>100.00</u>
<u>Rex A. Swindell</u>	<u>1</u>	\$ <u>100.00</u>
<u>Aubrey F. Grey</u>	<u>1</u>	\$ <u>100.00</u>
<u>Harold L. Wiseman</u>	<u>1</u>	\$ <u>100.00</u>
<u>Newell A. Wade</u>	<u>1</u>	\$ <u>100.00</u>
<u>Jerry E. Stanke</u>	<u>1</u>	\$ <u>100.00</u>
<u>S. G. Honstead</u>	<u>1</u>	\$ <u>100.00</u>
<u>Frank C. Bevington</u>	<u>1</u>	\$ <u>100.00</u>

IN WITNESS WHEREOF, We have hereunto set our hands and seals,
this 3/51 day of December, 1958.

Frank C. Bevington (SEAL)
Newell A. Wade (SEAL)
S. G. Honstead (SEAL)
Harold L. Wiseman (SEAL)
Aubrey F. Grey (SEAL)
~~Jerry E. Stanke~~ (SEAL)
~~Clayton B. Tollefson~~ (SEAL)
~~Rex A. Swindell~~ (SEAL)

STATE OF IDAHO)
County of Canyon) SS.

On this 3/51 day of December, 1958, before me, Earl E. Reed,
a Notary Public in and for said State, and County, personally
appeared Frank C. Bevington, Newell A. Wade,
S. G. Honstead, Harold L. Wiseman, Aubrey F. Grey,
Jerry E. Stanke, Rex A. Swindell, Clayton B. Tollefson
known to me to be the persons whose names are subscribed to the
within 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
written.

(SEAL)

Earl E. Reed
Notary Public for State of Idaho,
Residing at Nampa, Idaho.