

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

HEINZ MOTORS, INC.

a corporation duly organized and existing under the laws of

complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eighth** day of **July**1963, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **July**19 63, a designation of **Heinz Zegke** in the County of **Kootensi** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **8th** day of **July**, A.D. 1963.

Washington

Secretary of State

United States of America States of Ulbrahington:



To all to Whom These Presents Shall Come Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the annexed is a true and correct copy of the Articles of Incorporation of MEIMZ MOTORS, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that no amendments have been filed to the Articles of Incorporation and that MEIMZ MOTORS, INC. has not been dissolved and it in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1963; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of said corporation.

In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington: Done at the Capitol, at Olympia;

1 3rd day of June 49.19 63

Secretary of State

Assistant Secretary of State

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ARTICLES OF INCORPORATION

HEINZ MOTORS, INC.

ANOTALL MEN BY THESE PRESENTS: That we, the undersigned, all being of legal age and citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Washington, and we, and each of us, do hereby certify and declare as follows:

I.

That the name of this corporation shall be HEINZ MOTORS, INC., with its registered office and principal place of business at South 117 Fancher Road, in the County of Spokane and State of Washington.

II.

That the objects and purposes for which this corporation is formed are: To engage in every phase of the motor vehicle business in all its ramifications at wholesale, retail or as a distributor. To engage in the motor vehicle parts business, insurance and financing, and to provie sales, service, repair and maintenance of motor vehicles. To engage in general merchandising; to erect or cause to be erected improvements, buildings, or other structures with their appurtenances; to own, hold and lease property of all kinds, and interests therein, both real and personal; to manage real estate or other property; to rebuild, enlarge, alter or improve any structures; to mortgage, sell, lease, or otherwise deal in and dispose of property of every kind and interests therein; to lease, purchase and otherwise acquire and deal in equipment, appliances, materials and sup lies of every kind and nature; to acquire and deal in franchises, dealerships, charters, and other rights; to buy, own, and discount rights and property as well as choses in action of every kind; to borrow money and pledge or mortgage the property of the corporation for its corporate purposes; to engage in any and all types of business in connection with the foregoing calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property; to do each and all things not repugnant to law

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which are or may be germade to or cognate with the storesaid objects and purposes of the corporation, and to do each and all things not repugnant to law incidental or appartment to, or growing out of or connected with, the storesaid objects and purposes of the corporation.

The foregoing clauses shall each be construed as both purposes and powers, and the matters expressed in each clause, except as otherwise expressly provided, shall be in as wise limited by reference to or inference from the terms of any other clause, but 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 of general terms or general powers of the corporation, her shall the application of one thing be deemed to exclude another, although it be of like connotation and unexpressed.

III.

That the amount of capital stock of said corporation shall be \$50,000.00, divided into 500 shares of the par value of \$100.00 each. The capital stock of said corporation shall be without classification.

IV.

The amount of paid-in capital on the date of the signing of these Articles, and with which the corporation will begin business, is \$500.00.

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That the name and post office address of each of the incorporators of said corporation, and the number of sheres subscribed by each, are as follows:

Name	Addréss	Shares
Heinz Zegke Anne L. Zegke	Route 7. Spokane, Washington. Route 7. Spokane, Washington.	2
Lionel E. Wolff	Old National Back Bldg. Spokane.	2 1.
and the persons lasterm ending with the corporation.	t named shall be the first Directors adate of the first annual meeting of	for a

5:00

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That the number of elections, qualifications for the office of director, term of effice, manner of election, time and place of meetings, and the person and directors of the directors and officers of the corporation, other than provided in the fifth outile of these articles as to the right directors, shall be prescribed in the By-Laws hereafter to be adopted.

VII.

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That the By-Laws of the corporation shall be made, and altered or changed, by the shareholders, but the same shall not be inconsistent with these Articles or with the laws of the State of Washington.

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That the term of the existence of this corporation shall be perpetuals

IN WITHESS WHEREOF, we, the undersigned and each of us, have hereunto set our hands this 1/1/2 of December, 1962.

ANV

STATE OF WASHINGTON

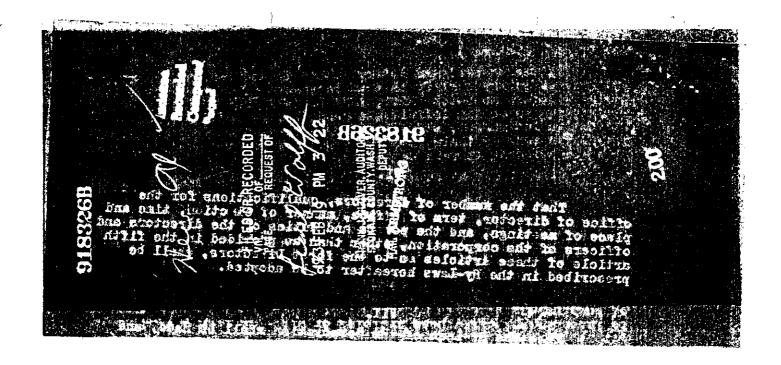
County of Spokane)

88.

I, the undersigned Notary Public in and for the State of whington, hereby certify that on December /0. 1962, personally placed before me HKINZ ZEGKE, ANNE L. ZEGKE and LICEEL E. WOLFF, and program to be the individuals described in and who executed that instrument, and acknowledged to me that they signed and a third are same as their free and voluntary act and deed, for the trade burposes therein mentioned.

Siven under my hand and of ficial seel this Depositor 18

NOTARY PUBLIC in and for the State of Washington, residing at Spokane.



State of Washington County of Spokane } ss

I, FRANK J. GLOVER, Auditor of Spokane County, State of Washington, do hereby certify that the foregoing instrument is a true and correct copy of the original thereof now on file in my office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of my office, at Spokane, Washington, this / day of / 1962

FRANK J. GLOVER Finditor Spokane County Washington

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