

# State of Idaho

## Department of State

### CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that  
duplicate originals of Articles of Merger of \_\_\_\_\_

DAN WIEBOLD FORD, INC., an Idaho corporation

into CAPITOL MOTORS, INC., an Idaho corporation,

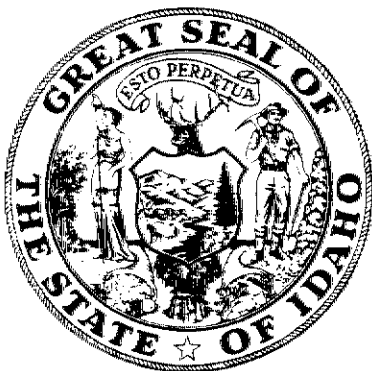
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have  
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

merger, and attach hereto a duplicate original of the Articles of

Merger.

Dated December 30, 19 87.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Shirley J. Clark*

Corporation Clerk

DEC 30 2 02 PM '87  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
DAN WIEBOLD FORD, INC.  
INTO  
CAPITOL MOTORS, INC.

Pursuant to the provisions of Section 30-1-74 of the Idaho Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Idaho Business Corporation Act:

PLAN AND AGREEMENT OF MERGER

between

CAPITOL MOTORS, INC.  
An Idaho Corporation

and

DAN WIEBOLD FORD, INC.  
An Idaho Corporation

THIS AGREEMENT, made and entered into this, the 15th day of December, 1987, by and between CAPITOL MOTORS, INC., an Idaho corporation, the party of the first part, hereinafter referred to as CAPITOL, and sometimes hereinafter referred to as the SURVIVING CORPORATION, and DAN WIEBOLD FORD, INC., an Idaho corporation, hereinafter referred to as WIEBOLD, and sometimes hereinafter referred to as the MERGING CORPORATION.

## FIRST

### RECITALS

CAPITOL is validly organized, existing and in good standing under the laws of the State of Idaho. The MERGING CORPORATION is validly organized, existing and in good standing under the laws of the State of Idaho.

CAPITOL has an authorized capital of 7,500 shares of common stock with a par value of \$100.00 each, of which, on the 15th day of December, 1987, 154 shares were issued and outstanding.

The MERGING CORPORATION has an authorized capital of 1,000 shares of common stock with a par value of \$100.00 each, of which on the date of execution of this Agreement, 330 shares were issued and outstanding, and 670 shares were held in its treasury, and no shares were subject to stock options held by officers and employees.

The Boards of Directors of both corporations deem it advisable and in the best interests of their respective corporations and stockholders that the MERGING CORPORATION merge with and into CAPITOL in accordance with the provisions of applicable statutes of the State of Idaho, and have entered into this Agreement of Merger in connection with the merger.

## SECOND

### AGREEMENT OF MERGER

NOW, THEREFORE, both corporations agree, each with the other, to merge into a single corporation which shall be CAPITOL MOTORS, INC., the SURVIVING CORPORATION, pursuant to the laws of the State of Idaho, and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect and the manner and basis of converting the shares of the MERGING CORPORATION into shares of the SURVIVING CORPORATION, as herein set forth:

On the effective date of the merger, the MERGING CORPORATION shall be merged with and into CAPITOL, and the separate existence of the MERGING CORPORATION shall cease; both corporations shall become a single corporation named "CAPITOL MOTORS, INC.", an Idaho corporation, which shall be the SURVIVING CORPORATION.

### THIRD

#### ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of CAPITOL MOTORS, INC. shall continue to be the Articles of Incorporation of the SURVIVING CORPORATION until further amended in accordance with the corporation law of the State of Idaho.

### FOURTH

#### BY-LAWS OF SURVIVING CORPORATION

The By-Laws of CAPITOL MOTORS, INC. in effect immediately prior to the effective date of the merger shall continue to be the By-Laws of the SURVIVING CORPORATION, until altered or repealed in the manner provided by law and such By-Laws.

### FIFTH

#### DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of CAPITOL MOTORS, INC. immediately prior to the effective date of the merger shall continue to be the Directors of the SURVIVING CORPORATION, to hold office for the terms specified in the By-Laws of the SURVIVING CORPORATION and until their respective successors are duly elected and qualified.

### SIXTH

#### MANNER AND BASIS OF CONVERSION OF SHARES

The treatment of the shares of WIEBOLD and the manner of converting the shares of the MERGING CORPORATION into shares of common stock of the SURVIVING CORPORATION, shall be as follows:

1. Each share of common stock of CAPITOL which is issued and outstanding or in its treasury immediately prior to the effective date of the merger shall not be affected, converted, or exchanged as a result of the merger, and shall continue to be one fully paid and nonassessable share of the SURVIVING CORPORATION'S common stock with a par value of \$100.00 each.

2. Each share of the MERGING CORPORATION'S common stock which is issued and outstanding immediately prior to the effective date of the merger, shall, by virtue of the merger, be converted into and become, without action on the part of the holder of such common stock, a fully paid and nonassessable share of common stock of the SURVIVING CORPORATION.

3. As soon as practicable after the effective date of the merger, each holder of outstanding certificates for common stock theretofore issued by the MERGING CORPORATION shall be entitled, upon surrender of the same by such holder for cancellation, as directed by the SURVIVING CORPORATION, to receive new certificates for the number of shares of common stock of the SURVIVING CORPORATION to which he is entitled.

4. On the effective date of the merger, any shares of common stock of the MERGING CORPORATION which are then held by its treasury, in the treasury of any subsidiary, or by CAPITOL, shall be cancelled and retired without further action, and no shares of common stock of the SURVIVING CORPORATION shall be issued in respect thereof.

5. The SURVIVING CORPORATION agrees that it will promptly pay to the dissenting shareholders, if any, of the MERGING CORPORATION, the amount, if any, to which they shall be entitled under the provisions of the corporation laws of the State of Idaho with respect to the rights of dissenting shareholders.

#### SEVENTH

#### EFFECT OF MERGER

On the effective date of the merger, the SURVIVING CORPORATION shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of both CAPITOL and WIEBOLD, and shall become subject to all the restrictions, disabilities and duties of each of the corporations and all of the singular rights, privileges, powers and franchises of each of the corporations. All property, real, personal and mixed, and debts due to each of the corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the corporations, shall be vested in the SURVIVING CORPORATION; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other

interest shall be thereafter as effectually the property of the SURVIVING CORPORATION as they were of each respective corporation, and the title to any real estate vested by deed or otherwise, in either of the corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective corporations shall thenceforth attach to the SURVIVING CORPORATION, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the SURVIVING CORPORATION that any further assignments or assurances are necessary or desirable to evidence the vesting in the SURVIVING CORPORATION of the title to any of the property or rights of the MERGING CORPORATION, those persons who were proper officers and directors of the MERGING CORPORATION as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the SURVIVING CORPORATION. For such purposes the capacity and authority of the MERGING CORPORATION and its officers shall be deemed to be continuing.

#### EIGHTH

##### ACCOUNTING OF BOTH CORPORATIONS

When the merger becomes effective, subject to such changes, adjustments or eliminations as may be made in accordance with generally accepted accounting principles, the assets and liabilities of both corporations shall be recorded in the accounting records of the SURVIVING CORPORATION at the amounts at which they shall be carried at that time in the accounting records of both corporations.

#### NINTH

##### REPRESENTATIONS AND WARRANTIES

CAPITOL and the MERGING CORPORATION each represents and warrants to the other that between the date hereof and the time when the merger becomes effective, they will not

enter into any employment contracts, grant any stock options or issue any stock or securities, except upon the exercise of presently outstanding restricted stock options, or declare or pay any dividends in stock or cash or make any other distribution on or with respect to their outstanding stock.

TENTH

EFFECTIVE DATE

The effective date of the merger provided for by this Agreement shall be the date on which the last act prior to recording required to complete the merger under the laws of the State of Idaho is performed.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of both corporations to be affixed hereto the 15th day of December, 1987.

CAPITOL MOTORS, INC.,  
an Idaho corporation:

By /s/ H. Dan Wiebold  
H. Dan Wiebold, President.

ATTEST:

Johanna Tonack  
/s/ Johanna Tonack  
Johanna Tonack, Secretary

(CORPORATE SEAL)

DAN WIEBOLD FORD, INC.,  
an Idaho corporation

By /s/ H. Dan Wiebold  
H. Dan Wiebold, President.

ATTEST:

Johanna Tonack  
/s/ Johanna Tonack  
Johanna Tonack, Secretary

(CORPORATE SEAL)

STATE OF IDAHO            )  
                              : ss.  
County of Canyon         )

On this 15th day of December, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared H. DAN WIEBOLD and JOHANNA TONACK, known to me to be the President and Secretary, respectively, of CAPITOL MOTORS, INC., an Idaho corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said H. DAN WIEBOLD and JOHANNA TONACK acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

/s/ James E. Schiller  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

(SEAL)

STATE OF IDAHO            )  
                              : ss.  
County of Canyon         )

On this 15th day of December, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared H. DAN WIEBOLD and JOHANNA TONACK, known to me to be the President and Secretary, respectively, of DAN WIEBOLD FORD, INC., an Idaho corporation, said corporation being one of the corporations that executed the above and foregoing instrument, and acknowledged to me that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and said H. DAN WIEBOLD and JOHANNA TONACK acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

/s/ James E. Schiller  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

(SEAL)

SECOND: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
CAPITOL MOTORS, INC.	154	Common	154
DAN WIEBOLD FORD, INC.	330	Common	330

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total</u>	<u>Total</u>	<u>Entitled to Vote as Class</u>		
	<u>Voted</u>	<u>Voted</u>		<u>Voted</u>	<u>Voted</u>
	<u>For</u>	<u>Against</u>	<u>Class</u>	<u>For</u>	<u>Against</u>
CAPITOL MOTORS, INC.	154	-0-	Common	154	-0-
DAN WIEBOLD FORD, INC.	330	-0-	Common	330	-0-

DATED this 15 day of December, 1987.

CAPITOL MOTORS, INC.



BY

H. Dan Wiebold, Its President

and

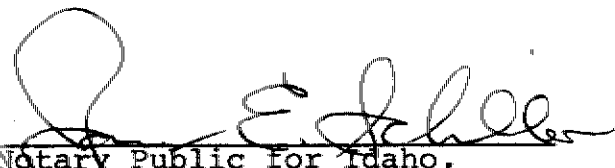
Johanna Tonack, Its Secretary.

DAN WIEBOLD FORD, INC.

BY   
H. Dan Wiebold, Its President  
and   
Johanna Tonack, Its Secretary.

STATE OF IDAHO           )  
                              : ss.  
County of Canyon        )

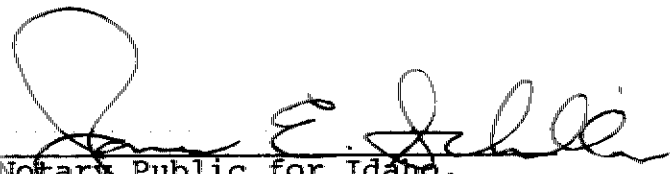
I, the undersigned, a Notary Public, do hereby  
certify that on this 15 day of December, 1987, personally  
appeared before me, H. DAN WIEBOLD and JOHANNA TONACK, who,  
being by me first duly sworn, declared that they are the  
President and Secretary, respectively, of CAPITOL MOTORS,  
INC., and that they signed the foregoing document as President  
and Secretary of the corporation, and that the statements  
therein contained are true.

  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

(SEAL)

STATE OF IDAHO            )  
                              : ss.  
County of Canyon        )

I, the undersigned, a Notary Public, do hereby certify that on this 15 day of December, 1987, personally appeared before me, H. DAN WIEBOLD and JOHANNA TONACK, who, being by me first duly sworn, declared that they are the President and Secretary, respectively, of DAN WIEBOLD FORD, INC., and that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

(SEAL)