



**CERTIFICATE OF INCORPORATION  
OF**

**NORTHWEST MOTORS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 05, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zakala*

ARTICLES OF INCORPORATION  
OF  
NORTHWEST MOTORS, INC.

RECEIVED  
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS: That Richard C. Rogers, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts, in duplicate, the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be "Northwest Motors, Inc.", and its existence shall be perpetual.

ARTICLE II.

The purposes for which the corporation is formed are as follows:

(a) To engage in and transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

(b) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire, by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation; provided, that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

2. To acquire, by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the bonds,

debentures, notes and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal or public authority, domestic or foreign.

5. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

6. To do any and all the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under the Idaho Business Corporation Act or any amendment thereto, or substitute therefor, may not at any time lawfully carry on or do.

#### ARTICLE III.

The address of the initial registered office of the corporation is 525 West 3rd Street, Moscow, Idaho 83843 and the name of the initial registered agent at such address is Richard C. Rogers.

#### ARTICLE IV.

The total number of shares of stock authorized and which may be issued by this corporation shall be five hundred thousand shares (500,000) common stock, which shares are to be of a par value of One Dollar (\$1.00) for each share.

#### ARTICLE V.

1. The number of directors of the corporation shall be fixed as provided by the Bylaws, and may be changed from time to time by amending the Bylaws, as therein provided.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized to make, alter and repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and stockholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder may be necessary to obligate the corporation upon such contract or transaction and no such contract or other business transaction shall be avoided and no such director, officer or stockholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary

relationship to the corporation arising out of such office or stock ownership, for the profits or benefits realized by him through any such contract or transaction; provided, that in the case of directors and officers of the corporation (but not in the case of stockholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officer of the corporation which shall be ratified at any annual stockholders' meeting or any special stockholders' meeting called for such purpose by the holders of the majority of the shares entitled to vote at such meeting, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

5. The stockholders of the corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation without limitation, in the ratio of their respective stock ownership. No stock shall be offered for sale without

offering the same to present stockholders in ratio to their respective stock ownership.

6. The number of directors constituting the first board of directors is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard C. Rogers	3431 Bluebird Circle Lewiston, ID 83501
Linda D. Rogers	3431 Bluebird Circle Lewiston, ID 83501
Bart R. Rogers	3431 Bluebird Circle Lewiston, ID 83501
Richard W. Zimmer	525 West 3rd Moscow, ID 83843
Charles T. McDonell	P. O Box 1206 Lewiston, ID 83501.

ARTICLE VI.

The name and address of the incorporator is:

Richard C. Rogers  
3431 Bluebird Circle  
Lewiston, ID 83501.

EXECUTED IN duplicate this 2d day of <sup>July</sup> ~~June~~, 1991.

  
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RICHARD C. ROGERS

STATE OF I D A H O )

: ss.

County of NEZ PERCE )

On this 2d day of July, 1991, before me, the undersigned, a notary public in and for the State of Idaho, personally appeared RICHARD C. ROGERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

Ellen Burdick  
Notary Public in and for the State  
of Idaho, Residing at Leicester  
My Commission Expires: 10-18-93