



Department of State.

CERTIFICATE OF INCORPORATION

10770-0-10771
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

FRUSTON ROSS, INC.

was filed in the office of the Secretary of State on the **Seventh** day
of **June** A.D. One Thousand Nine Hundred **Sixty-six** and
will be
duly recorded on **microfilm** 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
Fruston in the County of **Franklin**

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 **7th** day of **June**,
A.D., 19**66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

PRESTON DODGE, INC.

We, the undersigned, natural persons of the age of twenty-one years of more, acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

FIRST.

The name of the corporation is PRESTON DODGE, INC.

SECOND.

The period of its duration is perpetual.

THIRD.

The purpose or purposes for which the corporation is organized are:

A. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used in all types of motor vehicles; and

B. To establish or acquire, or acquire interest in or control of, by purchase, investment, affiliation, assumption of liabilities or otherwise, the types of businesses dealing with motor vehicles, and other automotive equipment; to finance or assist in financing the establishment, development, and operation thereof; and to supervise, oversee, and assist in the management and operation thereof; and

C. To engage in the rental, loan, and lease of automobiles, trucks, tractors, trailers, and without limitation, all types of motor vehicles, and, in connection therewith, to purchase and sell motor vehicles and equipment, vehicles parts, articles, and accessories, and to perform and repair services in connection with the leasing, owning, or rental of such vehicles, and to acquire, hold, and own any and all licenses, permits and franchises necessary or useful in connection with the business; and

D. To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, develop, manage and otherwise deal in and with, for investment or for sale or otherwise, real and personal property, or any interest therein, wherever situated; and

E. To finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by the corporation, or any other person, firm or corporation; and

F. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of and deal with all or any part of the property and assets of the corporation; and

G. To issue, execute, sell and negotiate bonds, notes, debentures and other evidences of indebtedness secured by mortgage, deed of trust, or otherwise; and

H. To lend money upon security or otherwise except no loans shall be made by the corporation secured by its shares; to borrow money and to pledge the securities of the corporation in borrowing money; and

I. To form, promote and assist other corporations, partnerships and individuals in engaging in business of all kinds; and to endorse and guarantee the payment of any or all obligations of other corporations, partnerships or individuals.

IN GENERAL to engage in and carry on all kinds of business either above described or not, and to render services to others dealing in property of every nature and description, and to engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform.

FOURTH.

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have the following powers:

A. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, to the extent of unreserved and unrestricted earned surplus available therefore, and, without the affirmative vote of the holder of any shares of stock, to the extent of unreserved and unrestricted capital surplus available therefore; and

B. To purchase insurance contracts for the benefit of the corporation upon the lives or bodies of any individuals in whom the corporation has an insurable interest.

IN GENERAL To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or the exercise of any of the powers herein set forth, whether herein specified or not, as fully as natural persons, whether as principal, broker, factor, agent, trustee, contractor or otherwise, either alone or in company with any other person, firm, association or corporation, in any part of the world, and to carry on any business in connection therewith, and to do all things not forbidden by the laws of the State of Idaho.

FIFTH.

The aggregate number of shares which the corporation shall have authority to issue is FIFTY THOUSAND shares, at a par value of \$1.00 per share, each share shall be entitled to one vote, and shall be a common stock. The authorized capital stock is FIFTY THOUSAND and No/100-----DOLLARS (\$50,000.00).

SIXTH.

The address of the initial registered office and post office address of the corporation is 29 West Oneida, Preston, Idaho.

SEVENTH.

The name and post office address of each incorporator and the amount of stock for which each incorporator subscribes is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Glade W. Davis	95 North 3rd East Providence, Utah	12,499
Homer J. Petersen	198 South 3rd East Hyrum, Utah	12,499
Ray J. Maxwell	1046 West 5400 South Roy, Utah	2

EIGHTH.

Each incorporator is a citizen of the United States.

Dated this 26th day of May, 1966.

Glade W. Davis
Homer J. Petersen
Ray J. Maxwell

STATE OF IDAHO)
) : SS
County of Oneida)

I, the undersigned, Notary Public, hereby certify that on the 26th day of May, 1966, personally appeared before me GLADE W. DAVIS, HOMER J. PETERSEN and RAY J. MAXWELL who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

My Commission Expires:

[Signature]
Notary Public for State of Idaho
Residing at Malad, Idaho