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Dec 13 1 52 PM '99

**ARTICLES OF AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF
ROUNDTREE CHEVROLET, INC.**

To the Secretary of State of the State of Idaho

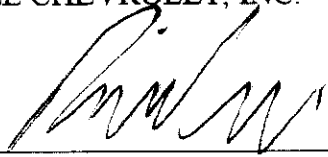
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends and restates its articles of incorporation as follows:

1. The name of the corporation is Roundtree Chevrolet, Inc.
2. The Restated Articles of Incorporation, attached as Exhibit "A", were duly adopted by the Board of Directors in their entirety. Upon filing of these Articles of Amendment and Restatement with the Secretary of State, 150 shares of common stock outstanding prior to the amendment and restatement shall be converted into one share of common stock after the amendment and restatement.
3. The Restated Articles of Incorporation contain certain amendments that require shareholder approval. The number of shares of common stock outstanding and entitled to vote was 15,000 shares. The shareholders unanimously adopted the attached Restated Articles of Incorporation.
4. The date of adoption of the Restated Articles of Incorporation was December 13, 1999.

Dated: December 13, 1999.

ROUNDTREE CHEVROLET, INC.

By:



Brian Neill, Assistant Treasurer

IDAHO SECRETARY OF STATE

12/13/1999 09:00
CK: none CT: 1117 BH: 273130

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RESTATED ARTICLES OF INCORPORATION

OF

ROUNDTREE CHEVROLET, INC.

The following Restated Articles of Incorporation of Roundtree Chevrolet, Inc. (the "Corporation") amend and supersede the heretofore existing Articles of Incorporation of the Corporation, including all amendments made thereto.

ARTICLE I

NAME

The name of the corporation is Roundtree Chevrolet, Inc.

ARTICLE II

PURPOSES AND POWERS

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under the Idaho Business Corporation Act. The Corporation will have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including but not limited to, the powers specified in the Idaho Business Corporation Act or which may be hereafter granted by such law.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock ("Common Stock"). No holder of Common Stock will be entitled to any preemptive right to purchase or subscribe for any unissued or treasury shares of the Corporation. Each issued and outstanding share of Common Stock shall have one vote on all matters submitted to a vote of the Corporation's shareholders.

ARTICLE IV

REGISTERED AGENT AND OFFICE AND ADDRESS FOR NOTICES

The registered agent of the Corporation is Idaho Service Company, and the street address of the registered office and mailing address of the registered agent are 101 S. Capitol Blvd., 10th Floor, Boise, Idaho 83702.

ARTICLE V

BOARD OF DIRECTORS

The number of directors of the Corporation will be as provided in the Corporation's bylaws. Shareholders shall not be entitled to accumulate votes with respect to the election of directors.

ARTICLE VI

LIMITATIONS ON LIABILITY OF DIRECTORS

No director of the Corporation is personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for the following:

- (a) Any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any distribution to shareholders that is unlawful under the Idaho Business Corporation Act or successor statute; or
- (d) Any transaction from which the director derived an improper personal benefit.

This Article does not limit or eliminate the liability of a director for any act or omission occurring before the effective date of this Article.

No amendment to or repeal of this Article may make any director of the Corporation personally liable to the Corporation or its shareholders for monetary damages for any act or omission as a director occurring before the effective date of that amendment or repeal.

This Article is intended to limit the liability of any director of the Corporation to the greatest extent authorized under the Idaho Business Corporation Act. Any further limitation on the liability of directors authorized under any amendment to the Idaho Business Corporation Act is incorporated into this Article on the effective date of that amendment.

ARTICLE VII

INDEMNIFICATION

A. Nonderivative Actions. Subject to the provisions of Sections C, E, and F below, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including all appeals) (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director or officer of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint

venture, trust, employee benefit plan, or other enterprise, against reasonable expenses (including attorney fees), judgments, fines, penalties, excise taxes assessed with respect to any employee benefit plan and amounts paid in settlement actually and reasonably incurred by the person to be indemnified in connection with such action, suit, or proceeding if the person acted in good faith, did not engage in intentional misconduct, and, with respect to any criminal action or proceeding, did not know the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or, with respect to any criminal action or proceeding, that the person knew that the conduct was unlawful.

B. Derivative Actions. Subject to the provisions of Sections C, E, and F below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit (including all appeals) by or in the right of the Corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a director or officer of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses (including attorney fees) actually incurred by the person to be indemnified in connection with the defense or settlement of such action or suit if the person acted in good faith, provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for deliberate misconduct in the performance of that person's duty to the Corporation, for any transaction in which the person received an improper personal benefit, for any breach of the duty of loyalty to the Corporation, or for any distribution to shareholders that is unlawful under the Idaho Business Corporation Act, or successor statute, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

C. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of Sections E and F below, indemnification under Sections A and B of this Article shall not be made by the Corporation unless it is expressly determined that indemnification of the person who is or was an officer or director, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections A or B. That determination may be made by any of the following:

(1) By the Board of Directors by majority vote of a quorum consisting of directors who are not or were not parties to the action, suit or proceeding;

(2) If a quorum cannot be obtained under paragraph (1) of this subsection, by majority vote of a committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the action, suit, or proceeding (directors who are parties to the action, suit, or proceeding may participate in designation of the committee);

(3) By special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2) or, if a quorum of the Board of Directors cannot be obtained

under (1) and a committee cannot be designated under (2) the special legal counsel shall be selected by majority vote of the full Board of Directors, including directors who are parties to the action, suit, or proceeding;

(4) If referred to them by Board of Directors of the Corporation by majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who are parties to the action, suit, or proceeding), by the shareholders; or

(5) By a court of competent jurisdiction.

D. Indemnification of Persons Other than Officers or Directors. Subject to the provisions of Section F, in the event any person not entitled to indemnification under Sections A and B of this Article was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of a type referred to in Sections A or B of this Article by reason of or arising from the fact that such person is or was an employee or agent (including an attorney) of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as an employee or agent (including an attorney) of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit, or proceeding) or the stockholders of the Corporation by a majority vote of the outstanding shares upon referral to them by the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit, or proceeding) may, but shall not be required to, grant to such person a right of indemnification to the extent described in Sections A or B of this Article as if the person were acting in a capacity referred to therein, provided that such person meets the applicable standard of conduct set forth in such Sections. Furthermore, the Board of Directors may designate by resolution in advance of any action, suit, or proceeding, those employees or agents (including attorneys) who shall have all rights of indemnification granted under Sections A and B of this Article.

E. Successful Defense. Notwithstanding any other provision of Sections A, B, C, or D of this Article, but subject to the provisions of Section F, to the extent a director, officer, or employee is successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections A, B, or D of this article, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

F. Condition Precedent to Indemnification Under Sections A, B, D, or E. Any person who desires to receive the benefits otherwise conferred by Sections A, B, D, or E of this article shall promptly notify the Corporation that the person has been named a defendant to an action, suit, or proceeding of a type referred to in Sections A, B, D, or E and intends to rely upon the right of indemnification described in Sections A, B, D, or E of this article. The notice shall be in writing and mailed, via registered or certified mail, return receipt requested, to the President of the Corporation at the executive offices of the Corporation or, in the event the notice is from the President, to the registered agent of the Corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the Corporation by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such

action, suit, or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) or, if referred to them by the Board of Directors of the Corporation by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such action, suit, or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties), the stockholders of the Corporation by a majority of the votes entitled to be cast by holders of shares of the Corporation's stock which have unlimited voting rights to make a determination that such a failure was prejudicial to the Corporation in the circumstances and that, therefore, the right to indemnification referred to in Sections A, B, or D of this article shall be denied in its entirety or reduced in amount.

G. Advances for Expenses. Expenses incurred by a person indemnified hereunder in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation and a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct. The undertaking must be a general personal obligation of the party receiving the advances but need not be secured and may be accepted without reference to financial ability to make repayment.

H. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or one of its subsidiaries or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or under the Idaho Business Corporation Act.

I. Purpose and Exclusivity. The indemnification referred to in the various Sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the stockholders or Board of Directors, or otherwise. The Corporation is authorized to enter into agreements of indemnification. The purpose of this Article is to augment the provisions of the Idaho Business Corporation Act dealing with indemnification.

J. Severability. If any of the provisions of this Article are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

These Restated Articles of Incorporation are dated this 13th day of December, 1999.

Person to contact about this filing: Cliff E. Spencer, daytime phone number (503) 221-2218.