

AFTER FILING RETURN TO:

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**FILED EFFECTIVE**

2016 DEC -5 PM 12: 02

SECRETARY OF STATE  
STATE OF IDAHO

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOMETOWN MOTORS, INC.**

The undersigned, Stephen S. Dominguez hereby certifies that he is the sole Shareholder and Director, respectively, of Hometown Motors, Inc., an Idaho corporation (the "Corporation"), and further certifies that:

1. By action taken by Stephen S. Dominguez, as the sole Director of the Corporation (the "Director"), the Director of the Corporation duly adopted resolutions declaring the amendment and restatement set forth below to the Corporation's Articles of Incorporation to be advisable and called for the approval of the sole shareholder of the Corporation (the "Shareholder") in accordance with the Idaho Business Corporation Act (Idaho Code 30-29-101 *et seq.*, the "Act").
2. By action taken by the Stephen S. Dominguez, as the sole Shareholder, the Shareholder adopted and approved the amendment and restatement set forth below in accordance with Section 30-29-1003 of the Act.
3. The Articles of Incorporation of the Corporation are amended and restated in their entirety in accordance with Sections 30-1-1003 and 30-1-1007 of the Act to read as follows:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HOMETOWN MOTORS, INC.**

**FIRST:** The name of the Corporation is Hometown Motors, Inc.

**SECOND:** The Corporation shall have perpetual existence.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION - 1  
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THIRD: The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

THIRD: The Corporation shall have the authority to issue 1,000 shares of common stock, no par value. All common stock shall be voting stock.

FOURTH: The number of Directors constituting the board of Directors of the Corporation is one (1), and the name and address of the individual who will serve as the sole Director until the first annual meeting of Shareholders or until his successor is elected and shall qualify is:

Name	Address
Stephen S. Dominguez	5535 Elk Ridge Ct. Fruitland, ID 83619

The board of Directors may at any time, by amendment to the Bylaws, be increased to any odd number not exceeding five (5) Directors.

FIFTH: There shall be no personal liability, either direct or indirect, of any Director of the Corporation to the Corporation or its Shareholders for monetary damages for any breach or breaches of fiduciary duty as a Director; except that this provision shall not eliminate the liability of a Director to the Corporation or to its Shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of Directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the Shareholders of the Corporation, or

any repeal or modification of the Act which permits the elimination of liability of Directors by this Article, shall not affect adversely any elimination of liability, right or protection of a Director of the Corporation with respect to any breach, act, omission, or transaction of such Director occurring prior to the time of such repeal or modification.

SIXTH: In addition to the other powers now or hereafter conferred upon the Corporation by these Amended and Restated Articles of Incorporation, the Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify Directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of Directors is hereby authorized on behalf of the Corporation, and without Shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of  
Incorporation effective as of this 2nd day of December, 2016.

  
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Stephen S. Dominguez