

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

INLAND EMPIRE GMC TRUCK DEALER ADVERTISING ASSOCIATION, INC.

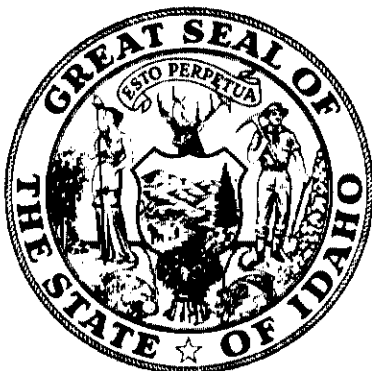
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

INLAND EMPIRE GMC TRUCK DEALER ADVERTISING ASSOCIATION, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 January 4, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION

of

RECEIVED  
SEC. OF STATE

INLAND EMPIRE GMC TRUCK DEALER ADVERTISING ASSOCIATION, INC. 67 10 20

KNOW ALL MEN BY THESE PRESENTS that the undersigned do hereby associate ourselves together for the purpose of forming a non-profit, non-stock corporation under Chapter 3, Title 30 of the Idaho Code, and for that purpose do hereby certify and adopt in duplicate the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be INLAND EMPIRE GMC TRUCK DEALER ADVERTISING ASSOCIATION, INC., and its location and chief place of business shall be at 1603 East Sherman Avenue, Coeur d'Alene, Kootenai County, State of Idaho, and the name of the initial registered agent at such address is J. A. ROBIDEAUX.

ARTICLE II

PURPOSES

Section 1. That the sole purpose for which this corporation is formed is to advertise by any and all means or media the products and services of GMC Truck franchised dealers, who are members of the corporation.

Section 2. The general purposes for which this corporation is formed and the activities and objective to be carried on by it are:

a. To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions;

b. To foster and promote the interests of those persons, firms and corporations engaged in the retailing of GMC Trucks in that area known and referred to as the Inland Empire.

c. To conduct and operate means and places of disseminating information relative to the use of motor vehicles and to promote the sale of motor vehicles, and for such purposes to establish, conduct and manage advertising campaigns, exhibitions, displays, tests, trials and demonstrations;

d. To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers and to discourage the use of false or misleading advertising or any other business practice which may be detrimental to the public and to the retail automotive industry.

### ARTICLE III

#### NON-STOCK and NON-PROFIT

This corporation shall have no capital stock, and no shares of stock in the corporation shall be issued. This corporation does not contemplate the carrying on of a busi-

ness, trade, avocation or profession for profit and does not contemplate the making or distributing of any pecuniary gains or profits to its members.

#### ARTICLE IV

##### POWERS

The corporation shall have all of the powers, not contrary to law or the statutes of the State of Idaho, incident to, expedient or necessary to carry out the purposes for which it is formed.

Specifically, and without limiting the generality of the foregoing, the corporation shall have the following powers:

a. To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold and convey all property, both real and personal, including shares of stock, bonds, and securities of other corporations;

b. To convey, exchange, lease, sell, mortgage, encumber or otherwise dispose of all property, real and personal;

c. To borrow money, contract debts, and issue notes, bonds, bills, or evidences of indebtedness to secure the payment for the performance of its obligations;

d. To appoint such subordinate agents or officers as the corporation may require, and to make contracts, and to do all other acts necessary

or expedient for the administration of the affairs and attainment of the purposes of the corporation.

#### ARTICLE V

##### DURATION

The duration of the corporation shall be perpetual.

#### ARTICLE VI

##### BY-LAWS

At the first meeting of the members of this corporation, there shall be adopted corporation By-Laws which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the corporation shall be carried out, and the manner in which the By-Laws may be amended. At the said meeting, the By-Laws shall be adopted by the vote of a majority of all of the members of the corporation.

#### ARTICLE VII

##### MEMBERSHIP

The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of this corporation shall be set forth in the corporate By-Laws and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

#### ARTICLE VIII

##### DIRECTORS

The business and affairs for the corporation shall be managed by a Board of Directors which shall be composed of

not less than three (3) members nor more than nine (9) members of the corporation.

The initial number of Directors for the corporation shall be five (5) and the names and addresses of the initial Directors who shall manage the affairs of the corporation until the first meeting of its members and until their successors are elected and qualified, but not less than two (2) months nor more than ten (10) months from the date these Articles of Incorporation are filed with the Secretary of State of the State of Idaho, are as follows:

J. A. ROBIDEAUX  
Robideaux Motors Co.  
1603 East Sherman Avenue  
Coeur d'Alene, Idaho 83814

RICHARD ZIMMER  
Zimmer Motor Co.  
525 West 3rd Street  
Moscow, Idaho 83843

KEN WAITE  
480 North Main  
Colville, Washington 99114

RUSSELL CANNON  
502 B Street  
Lewiston, Idaho 83501

T. O. ROBIDEAUX  
Alpine Motors Company, Inc.  
3230 Highway 95 North  
P. O. Box 336  
Sandpoint, Idaho 83864

The number of directors may be increased or decreased, within the foregoing limitations, by appropriate provision in the By-Laws of the corporation.

The Board of Directors may be elected by cumulative voting by the members, so that in the election of the

Directors, each member of the corporation shall have the right to cast a number of votes equal to the number of Directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

#### ARTICLE IX

##### AUTHORITY OF DIRECTORS

The Board of Directors of the corporation shall have all the power and authority granted by the statutes of the State of Idaho, under which the corporation is formed, and, in addition thereto, shall have the power and authority vested in it by the By-Laws of the corporation.


#### ARTICLE X


##### FIRST MEETING

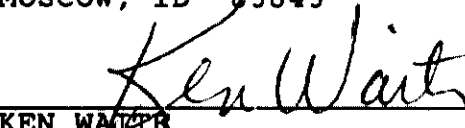
The founding members, who are the subscribers to these Articles of Incorporation, or any one or more of them, shall cause to be called a First Meeting of the members of the corporation, by giving not less than ten (10) nor more than fifty (50) days written notice of the time and place of the said meeting to each of the members. At such meeting, the By-Laws of the corporation shall be adopted and there shall be elected a President, Vice President, Secretary and Treasurer of the corporation, a board of not less than three (3) nor more than nine (9) Directors, and such other officers as may be provided for in the corporate By-Laws. Voting by proxy shall be permitted.

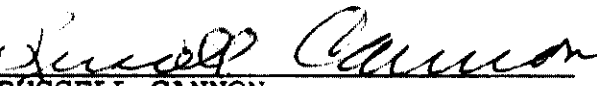
The number of Directors to be elected, the term of their office and their qualifications, their successorship, and the term of office and qualifications of the other officers to be elected at said meeting shall be as prescribed and fixed by the By-Laws of the corporation.


IN WITNESS WHEREOF, we, the undersigned, who are the incorporators of the above-named corporation, have hereunto set our hands, in duplicate, the date hereinafter acknowledged.

  
J. A. ROBIDEAUX  
Robideaux Motors Co.  
1603 East Sherman Avenue  
Coeur d'Alene, ID 83814

  
RICHARD ZIMMER  
Zimmer Motor Co.  
525 West 3rd Street  
Moscow, ID 83843

  
KEN WARR  
480 North Main  
Colville, WA 99114

  
RUSSELL CANNON  
502 B Street  
Lewiston, ID 83501

  
T. O. ROBIDEAUX  
Alpine Motors Company, Inc.  
3230 Highway 95 North  
P. O. Box 336  
Sandpoint, ID 83864

STATE OF *Idaho* )  
County of *Kootenai* ) ss.  
)



On this 14th day of AUGUST, 1989, before me,  
a Notary Public in and for said State, personally appeared  
J. A. ROBIDEAUX, known to me to be the person whose name is  
subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

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

John Robideaux  
Notary Public in and for the  
State of: Idaho  
Residing at: Coeur d'Alene  
Commission expires: 4/99

STATE OF Idaho )  
County of Kootenai ) ss.

On this 14th day of AUGUST, 1989, before me,  
a Notary Public in and for said State, personally appeared  
RICHARD ZIMMER, known to me to be the person whose name is  
subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

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

J. A. Robideaux  
Notary Public in and for the  
State of: Idaho  
Residing at: Coeur d'Alene  
Commission expires: 8/5/91

STATE OF Idaho )  
County of Kootenai ) ss.

On this 14th day of AUGUST, 1989, before me,  
a Notary Public in and for said State, personally appeared  
KEN WAITE, known to me to be the person whose name is  
subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

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

J. A. Robideaux  
Notary Public in and for the  
State of: Idaho  
Coeur d'Alene  
8/5/91

Residing at:  
Commission expires:

STATE OF Idaho

County of Kootenai

)  
) ss.

On this 14TH day of AUGUST, 1989, before me,  
a Notary Public in and for said State, personally appeared  
RUSSELL CANNON, known to me to be the person whose name is  
subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

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

[Signature]  
Notary Public in and for the  
State of: IDAHO  
Residing at: COEUR D'ALENE  
Commission expires: 8/5/91

STATE OF Idaho

County of Kootenai

)  
) ss.

On this 14TH day of AUGUST, 1989, before me,  
a Notary Public in and for said State, personally appeared  
T. O. ROBIDEAUX, known to me to be the person whose name is  
subscribed to the foregoing instrument and acknowledged to  
me that he executed the same.

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

[Signature]  
Notary Public in and for the  
State of: IDAHO  
Residing at: COEUR D'ALENE  
Commission expires: 8/5/91