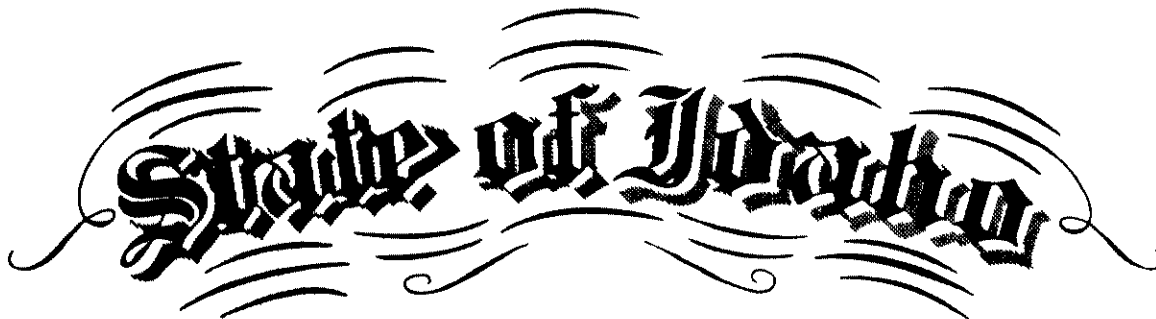


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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SOUTHEASTERN IDAHO BUICK TEAM, INC.

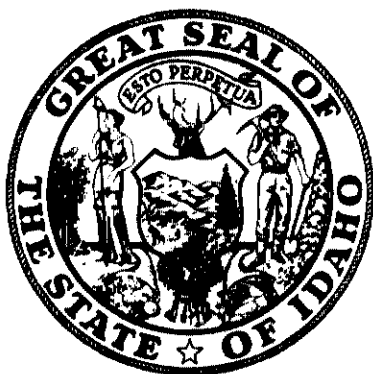
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SOUTHEASTERN IDHAO BUICK TEAM, 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 April 15, _____, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

ARTICLES OF INCORPORATION

OF

SOUTHEASTERN IDAHO BUICK TEAM, INC.

RECEIVED
SEC. OF STATE

91 APR 15 AM 9 01

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, residents of the State of Idaho, acting as incorporators for the purpose of creating a nonprofit corporation under the laws of the State of Idaho, as contained in the Idaho Non-Profit Corporation Act, being Title 30, Chapter 3, Idaho Code, do for the purposes and objects hereinafter stated, hereby express their intention to form such corporation and declare:

ARTICLE I.

The name of this corporation shall be "Southeastern Idaho Buick Team, Inc."

ARTICLE II.

The sole purpose for which this corporation is formed is to advertise by any and all means or media the products and services of Buick franchised dealers, members of the corporation; and the general purpose for which this corporation is formed and the activities and objectives 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 Buick vehicles in the greater Pocatello-Idaho Falls area.

- (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 automobile industry.

ARTICLE III.

The powers of this corporation shall be co-extensive with those provided for in Idaho Code §30-307, being a section of the Idaho Nonprofit Corporation Act; and §30-1-4, Idaho Code, to the extent the same is adopted by reference in the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in §501(c)(6) of the Internal Revenue Code of 1986, as the same now exists, or as it may be amended from time to time.

ARTICLE IV.

The duration of this corporation shall be perpetual.

ARTICLE V.

The street address of the corporation's initial registered office in the State of Idaho is: 300 North 5th Avenue, Pocatello,

Idaho. The name of the corporation's initial registered agent at such street address is Park Price III.

ARTICLE VI.

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of persons who are to serve as Directors until the first annual meeting of members or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
1. Park Price III	300 North 5th Avenue Pocatello, Idaho 83201
2. Thomas B. Smith	996 South University Blackfoot, Idaho 83221
3. Thomas B. Smith, Jr.	175 Benton Drive Blackfoot, Idaho 83221

Pursuant to Idaho Code §30-323(d), increase in the number of directors beyond the number provided in this Paragraph shall be by amendment to the By-Laws of the corporation.

ARTICLE VII.

Pursuant to Idaho Code §30-308, the corporation shall have members, evidenced by membership certificates. The corporation membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these Articles of Incorporation. The voting power of each member of the corporation with respect to election of the Board of Directors (and with respect to any other matters on which the members are required by law to vote) is equal. The property rights or interests of each

member of the corporation are equal. New members may be admitted upon such terms and conditions as are set forth in the By-Laws of the corporation. However, nothing herein contained shall be construed to alter the provisions of Article X hereof relating to distribution or division of the property of the corporation upon dissolution.

ARTICLE VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IX.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.

This corporation shall have no capital stock but rather shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits, contributions, and fees, assessments or dues. Membership in the corporation shall be governed and controlled as provided in the By-Laws of this corporation.

No part of the earnings, income, or receipts of this corporation shall ever inure to the benefit of or be distributed to any individual, member or members of this corporation, or any other person.

Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of this corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors.

ARTICLE XI.

The By-Laws of this corporation may be made, altered, amended or repealed at any regular meeting of the members of the corporation or at any special meeting of the members thereof, called for that purpose, in the manner provided in Idaho Code §30-310, by the affirmative vote of a majority of the members present in person at such meeting; provided that a quorum as

specified in the By-Laws of the corporation or the laws of the State of Idaho be present. No amendment shall be put to vote unless written notice shall have been mailed to each member of this corporation not less than 10 nor more than 50 days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

ARTICLE XII.

Pursuant to Idaho Code §30-317(a), the Board of Directors, by resolution adopted by majority of the directors of the office, may designate one or more committees which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Further, pursuant to the provisions of Idaho Code §30-317(b), other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present.

ARTICLE XIII.

The name and address of each incorporator is:

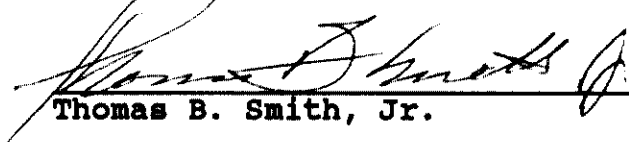
<u>NAME</u>	<u>ADDRESS</u>
1. Park Price III	300 North 5th Avenue Pocatello, Idaho 83201
2. Thomas B. Smith	996 South University Blackfoot, Idaho 83221
3. Thomas B. Smith, Jr.	175 Benton Drive Blackfoot, Idaho 83221

DATED this 2 day of April, 1991.

INCORPORATORS:


Park Price III


Thomas B. Smith


Thomas B. Smith, Jr.