



Department of State.

CERTIFICATE OF INCORPORATION

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

GRAY BUICK GMC, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day
of **January** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **126** 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
Lewiston in the County of **Nez Perce.**

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 **21st** day of **January**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GRAY BUICK GMC, INC

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are natural persons of full age and citizens of the states of Idaho and Washington, the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho; and we do hereby execute, acknowledge and adopt these Articles of Incorporation, in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of said corporation is, and shall be "GRAY BUICK GMC, INC."

ARTICLE II.

PURPOSES: The purposes for which said corporation is formed and organized are:

To engage in and carry on in the state of Idaho, and elsewhere, with headquarters and main offices of said corporation being in the City of Lewiston, County of Nez Perce, state of Idaho, any part or all of the following businesses, to-wit:

(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,

(B) the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles; and,

(C) To own, conduct, operate, maintain, engage in and carry on any business or thing regularly, necessarily, properly or incidentally done or to be done in or related to the conduct of any or all of the foregoing businesses.

And to carry out such purposes, such corporation shall have the following enumerated powers, which enumerated powers shall not be exclusive, but such corporation shall have all other lawful powers not inconsistent therewith, to-wit:

(1) To receive, acquire, hold, purchase, dispose of, convey, mortgage, and/or lease real and/or personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell, pledge and otherwise dispose of and deal in, shares, bonds, securities and debentures and other evidence of indebtedness of other corporations, domestic or foreign;

(2) In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferrable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, trust receipt, conditional sales contract or otherwise;

(3) To make all and any necessary loans in furtherance of the business of selling all types of new and used automobiles, trucks and other motor vehicles and parts or accessories used in connection therewith;

(4) To use and apply its surplus earnings or accumulated profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine;

(5) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation;

(6) To make By-Laws not inconsistent with any existing law of the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock;

(7) To enter into contracts or obligations of any kind or type essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;

(8) To invest surplus funds from time to time at the discretion of the Board of Directors of the corporation;

(9) To have one or more offices and places of business in the state of Idaho, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and/or personal property situate in the state of Idaho; and,

(10) To do all lawful acts as are necessary and expedient to accomplish the stated purposes of this corporation.

ARTICLE III.

DURATION: Said corporation shall have perpetual existence.

ARTICLE IV.

LOCATION OF PRINCIPAL OFFICE: The location and post office address of the principal and registered office of said corporation shall be 5th and B Streets, Lewiston, Nez Perce County, state of Idaho.

ARTICLE V.

CAPITAL STOCK: The amount of capital stock of said corporation shall be One Hundred Thousand (\$100,000.00) Dollars, divided into one thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars per share, with one vote to each share.

ARTICLE VI.

INCORPORATORS: The names and post office addresses of each of the incorporators and a statement of the number of shares presently subscribed by each, the only class of shares being common shares, are as follows:

Name	Address	No. of Shares
William Gray	926½ Prospect, Lewiston, Idaho	One
Virginia K. Gray	926½ Prospect, Lewiston, Idaho	One
Russell Cannon	1112 Webster, Clarkston, Wash.	One

ARTICLE VII.

DIRECTORS: The number, term of office, manner of election, time and place of manner of calling meetings, and the powers and duties of the Directors shall be prescribed by the By-Laws, except that a director need not be a shareholder of the corporation.

IN WITNESS WHEREOF, We, the incorporators, have hereunto set our hands and our seals to these Articles of Incorporation of Gray

Buick GMC, Inc., on this 10th day of January, 1964, at Lewiston,
Idaho.

William Gray
Virginia K. Gray
Russell Cannon

STATE OF IDAHO)
) SS.
County of Nez Perce)

On this 10th day of January, in the year of 1964, before me,
the undersigned, a Notary Public in and for the State of Idaho, personally
appeared WILLIAM GRAY, VIRGINIA K. GRAY and RUSSELL CANNON,
known to me to be the persons whose names are subscribed to the within
and foregoing instrument, and they acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official Seal the day and the year in this Certificate first hereinabove
written.

(NOTARY SEAL)

Shirley J. Lund
Notary Public in and for the State of
Idaho, Residing at Lewiston therein.
My Commission expires 11 July 1965.