

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MILLER-STEPHAN HYUNDAI, 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 the above named corporation, duly signed pursuant to the provisions of the Idaho Business 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: November 4, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: [Signature]

Nov 4 2 43 PM '87

SECRETARY OF STATE
ARTICLES OF INCORPORATION

OF

MILLER-STEPHAN HYUNDAI, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Miller-Stephan Hyundai, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to transact any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES; TWO CLASSES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 10,100 shares, of two (2) classes, one of which shall be designated Class A common stock and one of which shall be designated Class B common stock. The Corporation shall have the authority to issue 100 shares of Class A common stock, each of which shares shall have a par value of One and No/100 Dollars (\$1.00). The Corporation shall have the authority to issue 10,000 shares of Class B common stock, each of which shares shall have a par value of One Hundred and No/100 Dollars (\$100.00).

Each outstanding share of Class A common stock shall be entitled to one (1) vote. No outstanding share of Class B common stock shall be entitled to any vote, except on such matters as are required by the Act, in which event each outstanding share of Class B common stock shall be entitled to one (1) vote on such matters only.

Each outstanding share of common stock, regardless of class, shall have an equal right to participate in any dividends declared by the Board of Directors and paid by the Corporation.

Each outstanding share of Class B common stock shall be entitled to receive a preference over each share of Class A common stock in the event of (1) any periodic distribution out of capital surplus of the Corporation or (2) any distribution of proceeds from either a voluntary or involuntary dissolution or liquidation of the Corporation. The amount of such preferences, in the aggregate, shall be limited to the par value of all outstanding shares of Class B common stock.

ARTICLE V. SHAREHOLDER APPROVAL

The following actions of the Corporation are reserved to the holders of Class A common stock, and no action by the Board of Directors regarding such actions shall be effective until and unless the holders of two-thirds (2/3) of the outstanding shares of Class A common stock approve such actions: (1) any amendment to the Articles of Incorporation of the Corporation (which action also may require the approval of the holders of a majority of the outstanding shares of Class B common stock in circumstances required by the Act); or (2) any amendment to the Bylaws of the Corporation.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 233 Auto Drive, Boise, Idaho 83709, and the name of its initial registered agent at that office is Craig D. Miller.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be specified in the Bylaws. The number of Directors constituting the initial Board of Directors is four (4). The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified, are:

<u>Name</u>	<u>Address</u>
Craig D. Miller	233 Auto Drive Boise, Idaho 83709
G. Rynd Miller	233 Auto Drive Boise, Idaho 83709

L. A. Stephan

P.O. Box 1222
Carson City, Nevada 89702

R. E. Stephan

P.O. Box 1222
Carson City, Nevada 89702

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the Corporation are:

Name

Address

Craig D. Miller

233 Auto Drive
Boise, Idaho 83709

Dated this 3 day of November, 1987.


Craig D. Miller

MILLER-STEPHAN PONTIAC-
CADILLAC COMPANY
233 Auto Drive
Boise, Idaho 83709
November 3, 1987

Secretary of State
Statehouse
Room 203
Boise, Idaho 83720

Re: MILLER-STEPHAN HYUNDAI, INC.

Dear Sir:

The undersigned, President of MILLER-STEPHAN PONTIAC-CADILLAC COMPANY, acting on its behalf, hereby consents to the use of the name of MILLER-STEPHAN HYUNDAI, INC., by the new corporation formed by Craig D. Miller as incorporator.

MILLER-STEPHAN PONTIAC CADILLAC COMPANY
By *Craig D. Miller*
President