

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

MOTORS INVESTMENT CORPORATION

was filed in the office of the Secretary of State on the **31st** day of **August** A.D., One Thousand Nine Hundred **seventy-one** and duly recorded on Film No. ~~XXXXXX~~ **microfilm** 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 ~~Existence~~ from the date hereof, with its registered office in this State located at **Ada**, Idaho in the County of **Ada**

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 **31st** day of **August**, A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION OF
MOTORS INVESTMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, Larry B. Barnes, Frank B. Barnes, and Berne K. Jensen, whose names are hereunto subscribed, do hereby associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and we do hereby certify that:

Section 1. The name of the proposed corporation is MOTORS INVESTMENT CORPORATION.

Section 2. The purposes of the corporation are:

- (a) To engage in and carry on a general business corporation.
- (b) To manufacture, produce, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of; to invest, trade, deal in and deal with goods, wares, and merchandise and real and personal property of every class and description.
- (c) To manufacture, process, pack, store, warehouse, handle, ship and deal in merchandise, goods, wares and property of all kinds.
- (d) To engage in and conduct any other business, pursuit, occupation or enterprise authorized or permitted by law.
- (e) To purchase or otherwise acquire, lease, contract for, own and hold, in whole and in part, the business good will, rights, franchises, privileges and property of every kind of any person, firm, partnership, association or corporation engaged in or authorized to conduct any business or pursuit similar to any business authorized to be conducted by this corporation or owning property necessary or suitable for its purposes; to pay for the same in cash or in the stock or bonds of this corporation or otherwise and to hold or in any manner dispose of the whole or any part of the business or property so acquired and to assume in whole or in part the liabilities and obligations of any such person, firm, partnership, association or corporation and to exercise all the powers necessary, convenient or incidental to the conduct of such business.

(f) To acquire by purchase, subscription or otherwise, and to hold or dispose of stocks, bonds or any other obligations of any corporation formed for, and then or theretofore engaged in or pursuing any one or more of the kinds of business, purposes, objects of operations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stocks or obligations of any such corporation.

(g) To enter into any kind of contract or agreement or cooperative or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient and to reward or pay such persons for their services.

(h) To lend money with or without security, negotiate and make loans, incur indebtedness, borrow money, issue bonds, debentures, notes and other obligations of the corporation and mortgage, pledge, hypothecate and convey in trust, any or all of its property to secure the payment thereof; discount and negotiate promissory notes, drafts, bills of exchange and other evidences of indebtedness; and enter into, make, perform and carry out contracts of every kind and for every lawful purpose without limit as to amount.

(i) To purchase or otherwise acquire, own, possess, hold, lease, sell, convey, exchange, assign, transfer, mortgage, pledge or otherwise hypothecate or dispose of, invest in, trade in, and deal in and with personal property of every class, kind and description; to purchase or otherwise acquire, own, hold, lease, occupy, seal, sell, exchange, convey, assign, transfer, mortgage, or otherwise dispose of and invest in, trade in, improve and deal in and with real property and any and all interest therein; and construct, repair and maintain improvements on real property; and to purchase, acquire, own, hold, invest in, sell and deal in shares of stock, bonds and obligations of public and private corporations; to acquire, purchase, hold and contract for its own stock and hold the same as treasury stock and sell, convey, assign and contract to sell the same to its employees, officers and others; to do any and all such other acts, things, business or businesses in any manner connected with

or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore or hereinafter enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts or things and to exercise any and all other powers which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law.

Section 3. The duration of the corporation shall be perpetual.

Section 4. The location and post office of the registered office of the corporation in the State of Idaho is 2800 Fairview, City of Boise, County of Ada.

Section 5. The capital stock of the corporation is the sum of \$500,000, divided into 500,000 shares of common capital stock of the par value of \$1.00 each.

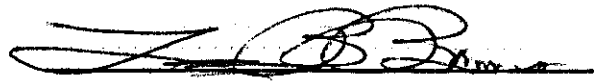

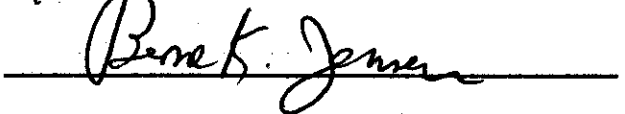
Section 6. The name and post office address of each of the incorporators and the number of and class of shares for which each subscribes is:

| <u>INCORPORATOR</u> | <u>ADDRESS</u> | <u>SHARES SUBSCRIBED</u> |
|---------------------|-----------------------------------|--------------------------|
| Larry B. Barnes | 5120 Sorrento Dr. Boise, Idaho | 1 |
| Frank B. Barnes | 2800 Fairview Boise, Idaho | 1 |
| Berne K. Jensen | 2101 Norcrest Dr. Boise, Idaho | 1 |

all full-age citizens of the United States.

IN WITNESS WHEREOF we have hereunto set our hands and seals this

31st day of August, 1971.

STATE OF IDAHO)

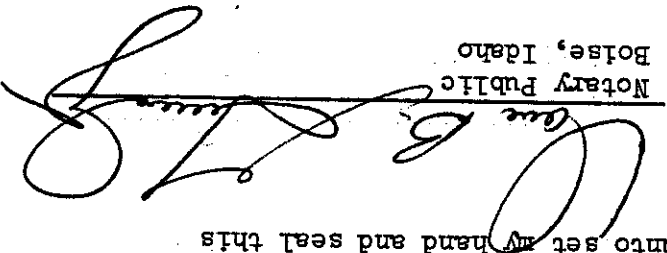
ss :

County of Ada)

BE IT REMEMBERED that on this 31st day of August, 1971 before me, the undersigned, a Notary Public in and for said County and State, personally appeared the within named Larry B. Barnes, Frank B. Barnes, and Berne K. Jensen, known to me to be the identical individuals described in and who executed the within instrument, and acknowledged to me that they executed the same freely and voluntarily and for the purposes mentioned therein.

IN TESTIMONY WHEREOF I have hereunto set my hand and seal this the day and year last above written.

Notary Public
Boise, Idaho



RECEIVED

71. SEP 1 PM 12 56

SECRETARY OF
STATE

44232

MOTORS INVESTMENT CORPORATION

P.O. BOX 1002
Boise, Idaho 83701

August 31, 1971

Mr. Pete T. Cenarrusa
Secretary of State of Idaho
Capitol Building
Boise, Idaho 83701

Dear Mr. Cenarrusa:

Motors Investment Corporation, a Nevada corporation
qualified to do business in Idaho, hereby consents to the use
of this name of Motors Investment Corporation as an Idaho
corporation.

Very truly yours,

Berne K. Jensen
Berne K. Jensen

ej