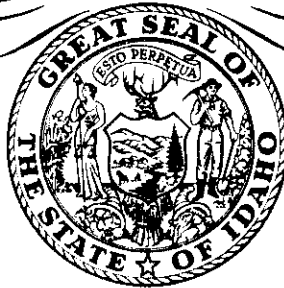


# State of Idaho



## 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

INTERMOUNTAIN MOTOR HOMES,  
INC.

was filed in the office of the Secretary of State on the 3rd day of April A.D., One Thousand Nine Hundred Seventy-two and will be duly recorded on ~~Film No.~~ 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 perpetual existence from the date hereof, with its registered office in this State located at Wendell in the County of Gooding

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 3rd day of April, A.D., 1972.

Pete T. Cenarrusa  
Secretary of State.

Ass't. Corporation Clerk.

1                                   ARTICLES OF INCORPORATION

2                                   INTERMOUNTAIN MOTOR HOMES, INC.

3  
4           KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED, BEING THREE  
5 OR MORE NATURAL PERSONS OF FULL AGE AND CITIZENS OF THE UNITED STATES, DO  
6 HEREBY VOLUNTARILY ASSOCIATE OURSELVES FOR THE PURPOSE OF FORMING A PRIVATE  
7 CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF IDAHO, AND TO THAT END  
8 HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

9                                   ARTICLE I

10  
11           THE CORPORATE NAME SHALL BE:

12                                   INTERMOUNTAIN MOTOR HOMES, INC.

13                                   ARTICLE II

14           DURATION, LOCATION AND ADDRESS OF CORPORATION

15           THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE. ITS PRINCIPAL PLACE  
16 OF BUSINESS SHALL BE LOCATED IN WENDELL, GOODING COUNTY, IDAHO. THE ADDRESS  
17 OF ITS REGISTERED OFFICE IS P. O. BOX 74, WENDELL, IDAHO 83355.

18                                   ARTICLE III

19           THE CORPORATION SHALL CONDUCT ITS BUSINESS AS A PRIVATE CORPORATION  
20 FOR PROFIT OF THE STATE OF IDAHO. ITS PURPOSES ARE:

21           1. TO SELL AND DISTRIBUTE ALL TYPES OF MOTOR AND NON-MOTOR VEHICLES,  
22 INCLUDING SPECIFICALLY, MOTOR HOMES, AUTOMOBILES, TRUCKS, MOTORCYCLES, TRAVEL  
23 TRAILERS AND MOBILE HOMES; TO MAINTAIN A SERVICE, REPAIR AND DISTRIBUTION  
24 DEPARTMENT FOR MOTOR VEHICLES OF EVERY TYPE AND DESCRIPTION; TO ENGAGE IN A  
25 GENERAL MOTOR VEHICLE SALES BUSINESS CONCENTRATING SPECIFICALLY ON THE SALE  
26 AND SERVICE OF MOTOR HOMES, AUTOMOBILES, TRUCKS, MOTORCYCLES, TRAVEL TRAILERS  
27 AND MOBILE HOMES; TO DO WHATEVER MAY BE NECESSARY AND CONVENIENT TO CARRY ON  
28 SAID BUSINESS AND SUCH OTHER RELATED BUSINESS ENTERPRISE GOVERNING MANUFACT-  
29 URING AND BUSINESS CORPORATIONS UNDER THE LAWS OF IDAHO.

1           2. To ESTABLISH OR ACQUIRE, OR ACQUIRE INTERESTS IN OR CONTROL OF,  
2 BY PURCHASE, INVESTMENT, AFFILIATION, ASSUMPTION OF LIABILITIES OR OTHERWISE,  
3 THE TYPES OF BUSINESSES DEALING WITH MOTOR AND NON-MOTOR VEHICLES, AND OTHER  
4 AUTOMOBILE EQUIPMENT, SPECIFICALLY MOTOR HOMES, AUTOMOBILES, TRUCKS, MOTOR-  
5 CYCLES, TRAVEL TRAILERS AND MOBILE HOMES; TO FINANCE OR ASSIST IN FINANCING  
6 THE ESTABLISHMENT, DEVELOPMENT, AND OPERATION THEREOF; AND TO SUPERVISE, OVER-  
7 SEE, AND ASSIST IN THE MANAGEMENT AND OPERATION THEREOF.

8           3. To ENGAGE IN THE RENTAL, LOAN, LEASE OF MOTOR HOMES, AUTOMOBILES,  
9 TRUCKS, MOTORCYCLES, TRAVEL TRAILERS , MOBILE HOMES, AND, WITHOUT LIMITATION,  
10 ALL TYPES OF MOTOR AND NON-MOTOR VEHICLES, INCLUDING SPECIFICALLY MOTOR HOMES,  
11 AUTOMOBILES, TRUCKS, MOTORCYCLES, TRAVEL TRAILERS AND MOBILE HOMES, VEHICLE  
12 PARTS, ARTICLES AND ACCESSORIES, AND TO PERFORM REPAIRS AND SERVICES IN CON-  
13 NECTION WITH THE LEASING, LOANING OR RENTAL OF SUCH VEHICLES, AND TO ACQUIRE,  
14 HOLD, AND OWN ANY AND ALL LICENSES, PERMITS, AND FRANCHISES NECESSARY OR USE-  
15 FUL IN CONNECTION WITH THE BUSINESS.

16           4. To ENGAGE IN THE BUYING AND SELLING, AT WHOLESALE AND RETAIL, OF  
17 RUBBER AUTOMOBILE AND MOTORCYCLE TIRES OF ALL KINDS AND DESCRIPTIONS AND THE  
18 CONDUCTING OF THE GENERAL BUSINESS OF VULCANIZING, REINFORCING, REBUILDING,  
19 AND REPAIRING AUTOMOBILE AND MOTORCYCLE TIRES OF ALL KINDS AND DESCRIPTIONS,  
20 AND SUCH OTHER AND FURTHER OBJECTS AS MAY BE NECESSARY AND INCIDENTAL TO THE  
21 CARRYING ON OF SUCH BUSINESS, INCLUDING THE BUYING AND OWNING OF THE NECESSARY  
22 TOOLS AND EQUIPMENT FOR THE BUSINESS AND THE BUYING, LEASING, HOLDING, RELEAS-  
23 ING, SELLING, AND CONVEYING THE REAL ESTATE NECESSARY OR PROPER IN CONNECTION  
24 WITH THE BUSINESS.

25           5. To DRAW, MAKE, ACCEPT, INDORSE, DISCOUNT, EXECUTE, AND ISSUE  
26 PROMISSORY NOTES, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES, AND OTHER  
27 NEGOTIABLE OR TRANSFERRABLE INSTRUMENTS, OR OBLIGATIONS OF THE CORPORATION  
28 FROM TIME TO TIME, FOR ANY OF THE OBJECTS OR PURPOSES OF THE CORPORATION.

29           To CARRY ON ALL OR PART OF ITS OPERATIONS WITHOUT RESTRICTION OR  
30  
31  
32

1 LIMIT AS TO AMOUNT; TO PURCHASE, ACQUIRE, HOLD, OWN, MORTGAGE, SELL, CONVEY  
2 OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY OF EVERY CLASS AND DESCRIP-  
3 TION IN ANY STATE, DISTRICT, TERRITORY, COLONY OR FOREIGN COUNTRY, SUBJECT TO  
4 THE LAWS OF SUCH STATE, TERRITORY OR FOREIGN COUNTRY.

5 6. To ISSUE SHARES AND ADMIT STOCKHOLDERS; TO HAVE AND USE A  
6 CORPORATE SEAL WHICH MAY BE ALTERED AT PLEASURE.

7 7. To SUE AND BE SUED.

8 8. To MAKE BYLAWS.

9 9. To ACQUIRE BY PURCHASE OR OTHERWISE ANY BONDS, SECURITIES,  
10 DEBENTURES, OTHER EVIDENCES OF INDEBTEDNESS, OR SHARES OF CAPITAL STOCK IN  
11 THIS OR OTHER CORPORATIONS.

12 10. To DO ANY AND ALL ACTS DESIGNED TO PROTECT, PRESERVE, IMPROVE OR  
13 ENHANCE THE VALUE OF ANY PROPERTY AT ANY TIME HELD OR CONTROLLED BY THE  
14 CORPORATION OR IN WHICH IT MAY AT ANY TIME HAVE A FINANCIAL INTEREST.

15 11. To CARRY ON ANY BUSINESS THAT HAS AS ITS PURPOSE, EITHER DIRECTLY  
16 OR INDIRECTLY, ENHANCEMENT OF THE VALUE OF ANY REAL OR PERSONAL PROPERTY OWNED  
17 BY THE CORPORATION OR IN WHICH THE CORPORATION HAS A FINANCIAL INTEREST.

18 12. To ALSO, IN GENERAL, CARRY ON ANY BUSINESS NOT FORBIDDEN BY THE  
19 STATE OF IDAHO, PURSUANT TO THE POWERS CONFERRED UPON CORPORATIONS FOR PROFIT  
20 BY THE LAWS OF THE STATE OF IDAHO.

21 13. IT IS INTENDED THAT EACH OF THE OBJECTS, PURPOSES AND POWERS  
22 SPECIFIED IN THESE ARTICLES OF INCORPORATION, EXCEPT AS OTHERWISE SPECIFICALLY  
23 STATED, SHALL IN NO WAY LIMIT OR RESTRICT, BY REFERENCE OR INFERENCE, ANY OF  
24 THE TERMS OF ANY OTHER PARAGRAPH OF ARTICLE OF THESE ARTICLES OF INCORPORATION.

25 THE OBJECTS, PURPOSES AND POWERS SPECIFIED IN THIS ARTICLE AND EACH  
26 OF THE OTHER ARTICLES SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES, AND  
27 POWERS AND SHALL NOT BE CONSTRUED TO RESTRICT IN ANY MANNER THE GENERAL TERMS  
28 AND POWERS OF THE CORPORATION, THOUGH THEY MAY BE OF LIKE NATURE.

29 ARTICLE IV

30 THE AMOUNT OF AUTHORIZED CAPITAL STOCK OF THE CORPORATION SHALL BE

31

32

1 \$25,000.00 DIVIDED INTO 250 SHARES OF NON-ASSESSABLE COMMON STOCK AT A PAR  
2 VALUE OF \$100.00 PER SHARE. EACH SHARE OF THE CAPITAL STOCK OF THE CORPORATION  
3 SHALL BE NON-CLASSIFIED, EQUAL IN ALL RESPECTS TO EVERY OTHER SHARE OF THE  
4 CAPITAL STOCK AND BE ENTITLED TO ONE VOTE FOR EACH SHARE OF THE CAPITAL STOCK.

5 ARTICLE V

6 THE AMOUNT OF CAPITAL STOCK OF THE CORPORATION ACTUALLY SUBSCRIBED  
7 IS \$4,200.00. THE NAMES OF THE ORIGINAL SUBSCRIBERS AND INCORPORATORS OF THE  
8 CORPORATION TOGETHER WITH THEIR ADDRESSES AND THE NUMBER AND PAR VALUE OF THE  
9 SHARES RESPECTIVELY SUBSCRIBED BY EACH ARE:

10	<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
11	FARREN J. CHANDLER	ROUTE #1 WENDELL, IDAHO 83355	20	\$2,000.00
12	DOUGLAS A. SCHRANK	P. O. Box 486 WENDELL, IDAHO 83355	20	\$2,000.00
13				
14	IVY CHANDLER	ROUTE #1 WENDELL, IDAHO 83355	1	\$ 100.00
15	SHIRLEY SCHRANK	P. O. BOX 486 WENDELL, IDAHO 83355	1	\$ 100.00
16				

17 ARTICLE VI

18 REGULATION OF CORPORATE INTERNAL AFFAIRS

19 REGULATION OF INTERNAL AFFAIRS SHALL BE PRESCRIBED IN THE CORPORATE  
20 BY-LAWS AS PROMULGATED BY THE BOARD OF DIRECTORS.

21 ARTICLE VII

22 BOARD OF DIRECTORS

23 THE CORPORATION SHALL HAVE A BOARD OF DIRECTORS; BOARD MEMBERSHIP  
24 SHALL CONSIST OF FOUR (4) DIRECTORS.

25 THE BOARD OF DIRECTORS WILL APPOINT CORPORATE OFFICERS AND WILL BE  
26 ELECTED PURSUANT TO PROVISIONS CONTAINED IN THE BY-LAWS OF THE CORPORATION AT  
27 ITS FIRST MEETING SUBSEQUENT TO FILING OF THE ARTICLES OF INCORPORATION.  
28 UNTIL THE FIRST MEETING TAKES PLACE, THE INCORPORATORS ARE DESIGNATED TO ACT  
29 AS TEMPORARY DIRECTORS OF THE CORPORATION.

1 THE CORPORATE PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER WILL  
2 ALSO SERVE AS CORPORATE DIRECTORS. THE CORPORATE PRESIDENT WILL SERVE AS  
3 CHAIRMAN OF THE BOARD OF DIRECTORS; THE CORPORATE VICE-PRESIDENT WILL SERVE  
4 AS VICE-CHAIRMAN OF THE BOARD OF DIRECTORS; THE CORPORATE SECRETARY WILL SERVE  
5 AS SECRETARY OF THE BOARD OF DIRECTORS AND THE CORPORATE TREASURER WILL SERVE  
6 AS TREASURER OF THE BOARD OF DIRECTORS.

7 ARTICLE VIII

8 LIABILITY OF CORPORATE DIRECTORS AND OFFICERS

9 DIRECTORS AND OFFICERS SHALL STAND IN A FIDUCIARY RELATION TO THE  
10 CORPORATION AND DISCHARGE THE DUTIES OF THEIR RESPECTIVE POSITIONS IN GOOD  
11 FAITH AND WITH DILIGENCE, CARE AND SKILL WHICH PRUDENT MEN WOULD EXERCISE  
12 UNDER SIMILAR CONDITIONS IN LIKE POSITIONS.

13 THE DIRECTORS, OFFICERS, EMPLOYERS AND SERVICE USERS OF THE CORPOR-  
14 ATION SHALL NOT BE LIABLE EITHER JOINTLY OR SEVERALLY FOR ANY CORPORATE  
15 OBLIGATION, INDEBTEDNESS OR LIABILITY WHATSOEVER EXCEPT UPON A SHOWING OF  
16 FRAUD.

17 ARTICLE IX

18 INCORPORATORS

19 THE NAMES AND POST OFFICE ADDRESSES OF THE INCORPORATORS OF  
20 INTERMOUNTAIN MOTOR HOMES, INC., ARE:

21	<u>NAMES</u>	<u>ADDRESSES</u>
22		
23	FARREN J. CHANDLER	ROUTE #1, WENDELL, IDAHO 83355
24	DOUGLAS A. SCHRANK	P. O. Box 486, WENDELL, IDAHO 83355
25	IVY CHANDLER	ROUTE #1, WENDELL, IDAHO 83355
26	SHIRLEY SCHRANK	P. O. Box 486, WENDELL, IDAHO 83355

27 IN WITNESS WHEREOF, WE BEING ALL OF THE INCORPORATORS HEREINABOVE  
28 NAMED, HAVE HEREUNTO SET OUR RESPECTIVE HANDS AND SEALS THIS 2ND DAY OF  
29

30

31

32

1 MARCH, 1972.

*Farren J. Chandler*  
FARREN J. CHANDLER

*Douglas A. Schrank*  
DOUGLAS A. SCHRANK

*Ivy Chandler*  
IVY CHANDLER

*Shirley Schrank*  
SHIRLEY SCHRANK

10 STATE OF IDAHO )  
11 COUNTY OF GOODING ) ss.

12 ON THIS 2<sup>nd</sup> DAY OF MARCH, 1972, BEFORE ME, THE UNDERSIGNED, A  
13 NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED FARREN J. CHANDLER,  
14 DOUGLAS A. SCHRANK, IVY CHANDLER AND SHIRLEY SCHRANK, KNOWN TO ME TO BE THE  
15 ORIGINAL INCORPORATORS OF THE ABOVE-NAMED CORPORATION AND THE PERSONS WHOSE  
16 NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT  
17 THEY EXECUTED THE SAME.

18 IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
19 OFFICIAL SEAL THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

*S. A. Kolman*  
S. A. KOLMAN  
NOTARY PUBLIC FOR IDAHO  
RESIDENCE: WENDELL, IDAHO