

Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

EDSON H. DEAL

I, ~~XXXXXXXXXXXX~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

WORTHINGTON MOTORS

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **third** day of **February** 19 **67**, a properly authenticated copy of its articles of incorporation, and on the **third** day of **February** 19 **67**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **February**, A.D. 19 **67**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California
this JAN 16 1967



Frank M. Jordan

Secretary of State

By *Walter C. Smith*

Assistant Secretary of State

ARTICLES OF INCORPORATION

of

WORTHINGTON MOTORS

269694

One: The name of this corporation is

WORTHINGTON MOTORS

FILED

January 11, 1934

JAN 11 1934

FRANK M. FORD, Secretary of State

By *John A. Lipp*
Deputy

Two: The purposes for which this corporation is formed

are:

I: The primary purpose of the corporation is to carry on the business of a dealer and distributor of motor vehicles of every kind and description, including new and used vehicles, to buy, sell, import, export, trade and deal in all manner and kinds of motor vehicles and all kinds of motor vehicle accessories, tires, parts, appliances and equipment, and to rebuild, recondition and repair all kinds and types of motor vehicles and parts thereof.

II: The general purpose for which this corporation is formed, in addition to the primary purpose, is:

(a) Also to buy, lease, acquire, own, hold, sell, rent or otherwise deal in or dispose of property of all kinds, both real and personal, including leasehold interests that may be necessary, incidental or convenient to the carrying on of said business or businesses, including stocks, bonds, contracts and securities of any kind and description.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of

1.

Restriction of right
to amend articles

(10)

the corporation and/or to enhance the value of its properties, and to do everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects hereinabove enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, and including the right to finance any and all motor vehicles or other property, real or personal.

(c) To exercise any and all rights and powers which a corporation may now or hereafter exercise;

(d) To act as principal, agent, joint venturer, partner or in any other capacity which may be authorized or approved by the board of directors of this corporation; and

(e) To transact business in the State of California or in any other jurisdiction of the United States of America or elsewhere in the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

Three: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

Four: (a) The number of the directors of this corporation shall be three;

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are;

CALVIN WORTHINGTON 4149 Fairway Boulevard
Los Angeles 43, California

JULIA CASPER 633A West Olive Street
Inglewood 1, California

BARBARA WORTHINGTON 4149 Fairway Boulevard
Los Angeles 43, California

Five: The capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000), divided into FIVE THOUSAND (5000) SHARES of the par value of TEN DOLLARS (\$10.00) each.

The shares of said capital stock of the corporation are to be non-assessable.

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of the corporation of his intention to sell or transfer such shares; said notice shall specify the number of shares to be sold or transferred, the price per share and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five (5) days thereafter, mail or deliver a copy of said notice to each of the other shareholders of record of this corporation; such notice may be

delivered to such shareholder, as the same may appear on the books of the corporation. Within ten (10) days after the mailing or delivery of said notice to such shareholders, any such shareholders or shareholder desiring to acquire any part or all of the shares referred to in said notice shall deliver, by mail or otherwise, to the secretary of this corporation a written offer or offers for such a specified number or numbers of such shares, at the price and upon the terms stated in said notice. If the total number of shares referred to in such offers exceeds the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of as the total number of shares which he holds bears to the total number of shares held by all of the stockholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

If none, or only a part of, the shares referred to in said notice to the secretary are purchased, as aforesaid, in accordance with offers made, within said ten (10) day period,

the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in said notice to the secretary not so purchased by the other shareholders, to any person or persons he may so desire; provided, however, that he shall not sell or transfer such shares at a lower price, or on terms more favorable to the purchaser or transferee, than those specified in said notice to the secretary.

Any sale or transfer or purported sale or transfer of the shares of said corporation shall be null and void unless the terms and provisions of this article are strictly observed and followed.

No sale, lease, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

No mortgage, deed of trust, pledge or other hypothecation of all or substantially all of the property, real or personal, of this corporation, shall be made unless approved by a majority of the voting power of this corporation.

No treasury shares of this corporation shall be disposed of by the board of directors excepting at the current market price for shares of this corporation of the same class.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first

directors of this corporation, have executed these articles of incorporation this 17th day of December, 1952.

Calvin Werthington
Calvin Werthington

Julia Casper
Julia Casper

Barbara Werthington
Barbara Werthington

STATE OF CALIFORNIA)
County of Los Angeles) SS.

On this 17 day of December, 1952, before me, the undersigned, a notary public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared CALVIN WERTHINGTON, JULIA CASPER and BARBARA WERTHINGTON, known to me to be the persons whose names are subscribed to the foregoing articles of incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Grace Hunt
Notary Public in and for said County
and State

NOTARY PUBLIC
in and for the County of Los Angeles, State of California

My Commission Expires 12/16/56

269 694

AZ1187

FILED

Cap. stock chg. from \$50,000.00 to \$500,000.00.

In the Office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

of

MAR 17 1961

WORTHINGTON MOTORS
a California corporation

FRANK M. [Signature] Secretary of State

By [Signature] Deputy

The undersigned Cal Worthington and Bobby Joe Worthington,

do hereby certify that they are respectively, and have been at all times herein mentioned the duly elected and acting President and Secretary of Worthington Motors, a California corporation, and that further:

1. At a special meeting of the Board of Directors of said corporation duly held on February 28, 1961, at 10:00 A. M., at 2771 East Slauson Avenue, Huntington Park, California, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

RESOLVED: That Article Five of the Articles of Incorporation of this corporation is hereby amended by striking from said Article the language reading as follows:

"The capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000), divided into FIVE THOUSAND (5000) SHARES of the par value of TEN DOLLARS (\$10.00) each."


And by substituting therefor the following language:

"The capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000), divided into FIFTY THOUSAND (50000) SHARES of the par value of TEN DOLLARS (\$10.00) each."

2. The number of shares of said corporation consenting to such amendment of its Articles of Incorporation is 5,000 shares of its common stock, \$10.00 par value, and there is attached hereto and made a part hereof, marked Exhibit "A", a true and correct copy of the written consent executed by the holder of said shares of stock.

3. The total number of shares of stock of said corporation entitled to vote on or consent to the adoption of such amendment is 5,000 shares of its common stock, \$10.00 par value.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment this 28th day of February, 1961.


Cal Worthington - President
Worthington Motors


Bobby Joe Worthington - Secretary
Worthington Motors

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

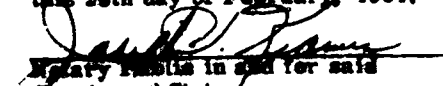
Cal Worthington and Bobby Joe Worthington, being first duly
sworn, each for himself, depose and say:

That Cal Worthington is, and was at all times herein mentioned
in the foregoing Certificate of Amendment, the President of Worthington
Motors, the California corporation therein named, and Bobby Joe Worthington
is, and was at all of said times the secretary of said corporation; that each
has read said Certificate and that the statements therein made are true of
their own knowledge and that the signatures purporting to be the signatures
of said President and Secretary thereto are the genuine signatures of said
President and Secretary respectively.


Cal Worthington


Bobby Joe Worthington

Subscribed and sworn to before me
this 28th day of February, 1961.


Notary Public in and for said
County and State

(SEAL)

JOSEPH P. KRAM, Jr.
My Commission Expires Aug. 28, 1964

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NEW - 7 0000

WRITTEN CONSENT OF SHAREHOLDERS TO
AMENDMENT OF ARTICLES OF INCORPORATION OF

WORTHINGTON MOTORS

WHEREAS, at a special meeting of the Board of Directors of Worthington Motors, a California corporation, duly held on February 28, 1961, at 10:00 A. M., at 2771 East Slauson Avenue, Huntington Park, California, at which meeting a quorum of the members of said Board was at all times present and acting, an Amendment of the Articles of Incorporation of said corporation was adopted and approved by resolution of said Board, amending Article Five in the following particulars:

That portion of Article Five reading as follows, to wit, "The capital stock of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000), divided into FIVE THOUSAND (5000) SHARES of the par value of TEN DOLLARS (\$10.00) each", was stricken, and there was substituted therefore and in lieu thereof the following language. to wit, "The capital stock of this corporation shall be FIVE HUNDRED THOUSAND DOLLARS (\$500,000), divided into FIFTY THOUSAND (50,000) SHARES of the par value of TEN DOLLARS (\$10.00) each."

NOW, THEREFORE, the undersigned shareholder of said corporation being the holder of all of the voting stock of this corporation does hereby adopt, approve and consent to the foregoing Amendment of said Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto signed his name, and following his name, the date of signing and the number of shares of said corporation held by him of record on said date entitled to vote upon the Amendment of said Articles of Incorporation of the character of the aforementioned Amendment.

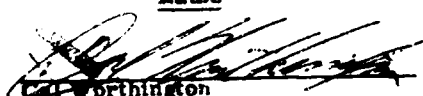
<u>Name</u>	<u>Date</u>	<u>No. of Shares of Stock</u>
 Earl Worthington	March 8, 1961	5,000

EXHIBIT "A"