

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

TAYLOR CHEVROLET CO., INCORPORATED

was filed in the office of the Secretary of State on the 29th day
of December A.D. One Thousand Nine Hundred Fifty-eight and
duly recorded on Film No. 105 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
Rexburg in the County of Madison

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 29th day of December,
A.D., 1958.

Secretary of State.

ARTICLES OF INCORPORATION

OF

TAYLOR CHEVROLET CO., INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age and citizens and bona fide residents of the State of Idaho, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be TAYLOR CHEVROLET CO., INCORPORATED.

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of its registered office in this state shall be Rexburg, Madison County, Idaho.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To engage in the manufacture, sale, purchase, rent and distribution of automobiles, motor cars, motor trucks, and other mechanically propelled vehicles, and automobile and vehicle parts and sundries; to vend and deal in automobiles, motor cars, motor trucks and other mechanically propelled vehicles and automobile and vehicle parts and sundries and other articles; to acquire and own patents, improvements and franchises, and to operate under such patents, improvements and franchises pertaining to the matters and things enumerated herein, and to do all and singular the things provided by the laws of the State of Idaho under which this corporation is authorized to do business.

2. To conduct the business of a filling and service station, which business shall include the dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles of every description; the washing, polishing and storing of motor vehicles, and in furtherance of such business to establish offices in any county, town, city, state or country, and to do any and all lawful things in and about the conduct of such business as are usual and necessary in such enterprise.

3. To buy, sell, rent, repair, store and care for automobiles, motorcycles and motor vehicles of all kinds, and supplies therefor and appurtenances thereto; to build, purchase and otherwise acquire and operate buildings, storage houses and garages for the storing, caring for and keeping for hire therein of automobiles, motorcycles and motor vehicles of every kind, nature and description; to buy, sell and deal in all goods, wares and merchandise necessary or incidental to the operation, repair or equipment of automobiles, motorcycles or motor vehicles of any and all kinds, manufactures and descriptions.

4. To act as agent for insurance companies in soliciting and receiving applications for all types of automobile insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency for all types of automobile insurance.

5. To purchase or otherwise acquire, own and hold unlimitedly such real and personal property of every kind and nature within and without the State of Idaho, and in any part of the world, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

6. To purchase or otherwise acquire and to hold and own, or to sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other obligations of any corporation formed for, or

thereafter engaged in, or purchasing any one or more of the businesses above mentioned, or owning or holding any property which the company might lawfully own or hold.

7. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

8. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferrable instruments.

9. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

10. To borrow money from time to time and secure the payment thereof, together with interest thereon by mortgage, deed of trust, or other lien upon or by any conveyance or transfer of any or all of its real and personal property, assets and estate, and upon its revenues, incomes and profits, or any of them.

11. To conduct business and exercise all or any of its powers as above specified or otherwise, in the State of Idaho, and/or in any other state, territory, and/or colony of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without of said state, in addition to its registered and principal place of business.

12. All the foregoing provisions of these Articles are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation; provided, however, that nothing herein mentioned shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power

or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

ARTICLE V.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation, a board of directors, consisting of such number of members, not less than three, as shall be provided by the by-laws. The directors shall hold office for the term of one year, or until their successors are elected and qualified. That four of the incorporators named in these Articles shall constitute the board of directors, as follows:

Delbert G. Taylor, G. Wendel Ritchie,
Ralph L. Peterson and D. Ray Taylor.

ARTICLE VI.

The total authorized capital stock of this corporation shall be \$150,000.00, divided into one thousand five hundred (1500) shares of the par value of \$100.00 each, all of said stock shall be non-assessable common stock. All of said shares of stock of this corporation are of the same class with equal rights and voting power and without preference and/or priority of any share over any other.

ARTICLE VII.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each set opposite their names, respectively:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Delbert G. Taylor	Lexburg, Idaho	One
G. Wendel Ritchie	Lexburg, Idaho	One
Ralph L. Peterson	Lexburg, Idaho	One
D. Ray Taylor	Lexburg, Idaho	One

ARTICLE IV.

Subject always to by-laws made by the shareholders, the board of directors may make by-laws, and from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the board of directors may be altered or repealed by the shareholders at any annual meeting or at any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholders.

IN WITNESS WHEREOF, We, the undersigned, being each of the original incorporators of the TAYLOR CEMENT CO., INCORPORATED, have hereunto set our hands and caused these articles to be executed in triplicate this 20th day of December, 1958.

Delbert G. Taylor
G. Wendel Ritchie
Ralph L. Peterson
D. Ray Taylor

STATE OF IDAHO,)
) SS
County of Madison.)

On this 20th day of December, 1958, before me, Mary Smith, a notary public in and for said county and state, personally appeared Delbert G. Taylor, G. Wendel Ritchie, Ralph L. Peterson, and D. Ray Taylor, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

Mary Smith
Notary Public, residing at
Lexburg, Idaho.

(Real)