



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

**ROMBA OF IDAHO, INC.**

was filed in the office of the Secretary of State on the **Sixth** day  
of **February** A.D. One Thousand Nine Hundred **Sixty-four** and  
duly recorded on Film No. **127** 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  
**Caldwell** in the County of **Canyon.**

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 **6th** day of **February**,  
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
HONDA OF IDAHO, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being citizens of the United States of legal age, this day having voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.  
Name

The name of the corporation shall be "HONDA OF IDAHO, INC."

ARTICLE II.  
Purposes

(a) To buy, sell, and generally trade and deal in, as principal, agent, factor, on commission or otherwise, exchange, import, export, lease and/or let and/or rent and/or hire, with or without chauffeur, store and warehouse automobiles, motor cars, motor trucks, motorcycles, and other vehicles of every kind and description.

(b) To maintain and keep storage warehouses for the storage and deposit of goods and merchandise of all kinds and description and conduct all business appertaining thereto.

(c) To acquire, own, lease or hold such real and personal property as may be necessary or convenient for the transaction of its business.

(d) To purchase, sell, lease, make repairs to and store trucks, motorcycles and other vehicles of every kind and description, their parts and accessories, and to buy, sell and lease and operate garages, service stations and repair shops and to carry on business incidental thereto.

(e) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(f) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(g) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(h) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(i) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payment of such debentures, notes or other obligations by mortgages or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(j) To carry out all or any part of the foregoing objects or purposes as principal or agent, or otherwise, either alone or in conjunction with any person, association or other corporation and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(k) To conduct its business in all or any of its branches in the State of Idaho, and in any and all other states, territories, possession, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside of the State of Idaho.

(l) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

### ARTICLE III.

#### Duration

The period of existence and the duration of the life of this corporation shall be perpetual.

### ARTICLE IV.

#### Place of Business

The location and post office address of the registered office of this corporation in the State of Idaho shall be Caldwell in the County of Canyon, State of Idaho.

ARTICLE V.  
Stock

This corporation is authorized to issue one class of shares of its capital stock to be designated as common stock; the total number of shares of common stock which this corporation shall be authorized to issue is 500. The aggregate par value of the capital stock of this corporation shall be \$50,000.00; and the par value of each of said shares of common stock shall be \$100.00.

ARTICLE VI.  
Incorporators

The names and post office addresses of each of the incorporators of this corporation and the number of shares of said common capital stock subscribed by each of those incorporators are as follows:

NAME	POST OFFICE ADDRESS	SHARES SUBSCRIBED
Lester Downing	1521 Taft Street Caldwell, Idaho	One
Julia M. Downing	1521 Taft Street Caldwell, Idaho	One
Troy V. Vance, Jr.	1908 Walnut Street Caldwell, Idaho	One
Bonnie A. Vance	1908 Walnut Street Caldwell, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of twenty-one years and is a citizen of the United States of America.

ARTICLE VII.  
Capital Stock

The capital stock of this corporation shall be nonassessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VIII.

A director of this corporation shall not be required to be a holder of any of the shares of the common capital stock of the corporation.

IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming this corporation under the statutes of the State of Idaho, have executed these Articles of Incorporation this 5 day of February, 1964.

Lester Downing  
Lester Downing

Julia M. Downing  
Julia M. Downing

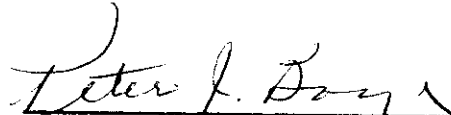
Troy V. Vance, Jr.  
Troy V. Vance, Jr.

Bonnie A. Vance  
Bonnie A. Vance

1 STATE OF IDAHO }  
2 County of Canyon } ss.

3 On this 5 day of February, 1964, before me, the under-  
4 signed, a Notary Public in and for said State, personally appeared  
5 LESTER DOWNING, JULIA M. DOWNING, TROY V. VANCE, JR. and BONNIE A.  
6 VANCE, known to me to be the persons whose names are subscribed to  
7 the within instrument and acknowledged to me that they executed the  
8 same, and I further certify that each of said persons acknowledged  
9 that they were over the age of twenty-one years and were each citi-  
10 zens of the United States of America.

11 IN WITNESS WHEREOF, I have hereunto set my hand and af-  
12 fixed my official seal the day and year in this certificate first  
13 above written.

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15 Notary Public for Idaho  
16 Residing at Caldwell, Idaho  
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