

## 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

**NORTHWEST TOYOTA, INC.**

was filed in the office of the Secretary of State on **November 14**, 19 **78**  
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 **Coeur d'Alene** in the county of **Kootenai**.

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 **14th**  
day of **November**, A.D., 19 **78**.

**Pete T. Cenarrusa**

Secretary of State

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Corporation Clerk

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ARTICLES OF INCORPORATION

OF

NORTHWEST TOYOTA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being residents and citizens of the United States of America, of legal age, do, by these agreements associate together for the purpose of forming a corporation under the laws of and pursuant to the provisions of the laws and statutes of the State of Idaho, and we do hereby certify as follows:

I.

The name of said corporation shall be

NORTHWEST TOYOTA, INC.

II.

The period of duration of this corporation shall be perpetual.

III.

The principal place of business of this corporation is 2900 Government Way, Coeur d'Alene, Idaho, 83814, and the post office address of it's registered office in the State of Idaho shall be 2900 Government Way, Coeur d'Alene, Idaho, 83814, the resident agent at said address shall be William H. Fishfader.

IV.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, this corporation shall have the following purposes and powers:

1. To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally

dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles.

2. To acquire by lease, purchase, contract, concession, or otherwise, and to own, develop, improve, subdivide, operate, lease, control, manage mortgage, grant, sell, exchange, convey, or otherwise dispose of, within the State of Idaho, and in any State of the United States, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements and properties of every description and nature whatsoever.

3. To engage in the real estate and property management business as an agent or broker; and to transact the business of a real estate agent or broker and on behalf of others to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

4. To purchase, lease, take in exchange, develop and improve, sell, assign, transfer or otherwise acquire lands or interest therein, together with any buildings or structures that may be on said lands or any of them, and to sell, lease, sublease, pledge and otherwise alienate or dispose of, to mortgage or otherwise encumber real property and all or any of the buildings or structures that are now, or may hereafter be erected thereon, and to take such security therefor as may be deemed necessary; to erect buildings, deal in building material; to take or hold mortgages on any unpaid balance of the purchase price on any of the lands, buildings or structures so sold, and to sell,

or dispose of said mortgages; to improve, alter and manage the said land and building; to guarantee and otherwise assist in the performance of contracts or mortgages of persons, firms or corporations with whom the corporation may have dealings, and to assume and take over such mortgages and contracts on default; to build construct, maintain wharves, piers, docks, and any other structure; to sell, assign, lease, or sublet or otherwise dispose of any such wharves, piers, docks, or structures, and to mortgage, or otherwise encumber any of said structures, and to own, hold, lease, rent or sell such business or businesses, and for such other related purposes therewith as may be necessary to carry out the purposes hereof, and to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, pertinent or growing out of or connected with the objectives or purposes of any part or parts provided herein insofar as the same shall not be inconsistent with the laws of the State of Idaho under which this corporation is formed.

5. To carry on its business, or any branch thereof, in any state or territory of the United States in conformity with the laws of said state, or territory, and to have and maintain in any state, or territory, a business office.

6. To make loans or advances in money or credit out of the capital of this corporation and other funds, and contract for charge and receive both directly and indirectly on or in connection with any such loan or advance, charges for interest, compensation, consideration, insurance or other expenses and purchase, discount and otherwise acquire or hold, mortgage,

hypothecate and sell, transfer or otherwise dispose of promissory notes, trade acceptances, accounts receivable, conditional sales contracts and other evidences of indebtedness either secured or unsecured.

7. To borrow or raise moneys for any other purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments in evidence of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds and other obligations of the corporation for its corporate purposes.

8. To subscribe for, acquire by purchase or otherwise, and own, hold, sell, assign or transfer shares of the capital stock of any other corporation or business venture and to exercise all of the rights of the stockholder and acquire by purchase or otherwise, hold and dispose of stock in this corporation, and acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, right, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any firm, person, association or corporation.

9. To make contracts for purchase of supplies, compromise actions and disputes, employ agents, purchase or lease warehouses, office and display space; to acquire by purchase or lease or otherwise lands and interest in lands; to own, hold and improve and develop any real estate so acquired and to erect or cause to be erected on any lands owned held or occupied by the corporation,

#### 4. ARTICLES OF INCORPORATION

buildings and other structures with their appurtenances; to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands, and in buildings, or other structures, and any and all stores, shops, suites, rooms, or other parts of the buildings or structures at any time owned or held by the corporation.

10. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or dependency thereof and to do any and all other acts necessary, proper or advisable or convenient for the accomplishment of any other purpose, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to or growing out of or connected with its business or powers, which shall be for the purpose of attaining or for furthering any of its business, including powers to set apart out of any of the corporate funds available for dividends a reserve or reserves for any purposes or to abolish any such reserve in the manner in which it has been created, providing the same are not inconsistent with the laws of the State of Idaho.

#### V.

The total capital stock of this corporation is \$200,000.00, consisting of 2,000 shares of common stock with a par value of \$100.00 per share. There shall be only one class of stock which shall be common stock and each share of stock shall be equal, with equal voting and dividend rights and shall be non-assessable.

That the names and post office addresses of each of the incorporators and a statement of the number of shares subscribed by each are as follows:

<u>NAME OF SUBSCRIBER</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
WILLIAM H. FISHFADER	4301 Sonoma Blvd., Vallejo, California	1
JAMES VISWAT	4301 Sonoma Blvd., Vallejo, California	1
SHEILA M. FISHFADER	4301 Sonoma Blvd., Vallejo, California	1

VI.

There has been elected as Directors and Officers as follows:

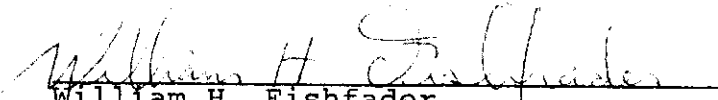
WILLIAM H. FISHFADER, Director for one (1) year and President.

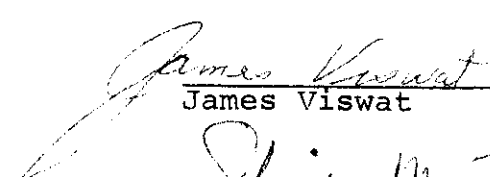
JAMES VISWAT, Director for one (1) year and Vice-President.

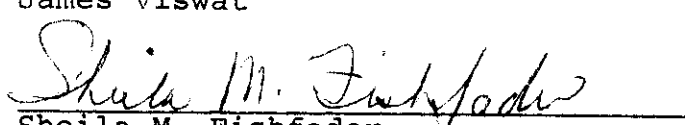
JOE BALESTRA, Vice-President.

SHEILA M. FISHFADER, Director for One (1) year and Sec.-Treasurer.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 30 day of OCTOBER, 1978.

  
William H. Fishfader

  
James Viswat

  
Sheila M. Fishfader

STATE OF CALIFORNIA )  
County of SOLANO ) ss.

On this 30 day of OCTOBER, 1978, before me, the undersigned Notary Public, personally appeared WILLIAM H. FISHFADER, JAMES VISWAT & SHEILA M. FISHFADER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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



Lonni K. Wilkison  
Notary Public for Solano County  
Residing at Bank of America #103

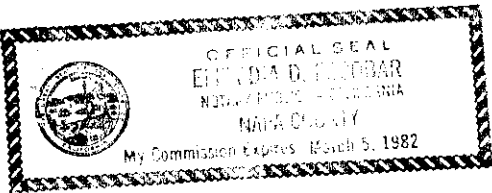
State of California }  
County of Napa } ss.

- ACKNOWLEDGMENT - General -

On this 30th day of October A. D. 1978 before me, the undersigned \_\_\_\_\_ a Notary Public in and for the said County and State, residing therein, duly commissioned and sworn, personally appeared Sheila M. Fishfader - - - - -

known to me to be the person whose name is \_\_\_\_\_ subscribed to the within Instrument, and acknowledged to me that he executed the same.

In Witness Whereof, I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.



Elpidia D. Escobar  
Notary Public in and for said County and State of California  
My Commission Expires 3-5-78

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