

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INLAND NORTHWEST OLDSMOBILE DEALER MARKETING GROUP, INC.

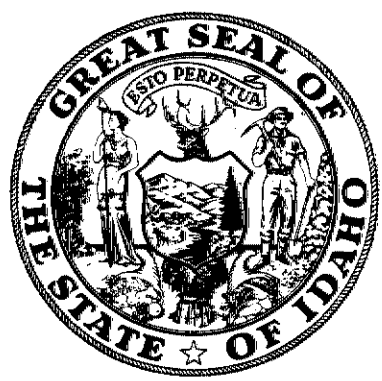
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

~~**INLAND NORTHWEST OLDSMOBILE DEALER MARKETING GROUP, INC.**~~

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 03, , 19 89 .



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zappa
Corporation Clerk

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

INLAND NORTHWEST OLDSMOBILE DEALER MARKETING GROUP, INC.

39 NOV 3 AM 10 13

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate ourselves together for the purpose of forming a nonprofit, non-stock corporation under the Idaho Nonprofit Corporation Act, I.C. §30-301 et seq., and for that purpose do hereby certify and adopt in triplicate the following Articles of Incorporation.

-ARTICLE I-
NAME AND LOCATION

The name of the corporation shall be: INLAND NORTHWEST OLDSMOBILE DEALER MARKETING GROUP, INC. and its location and chief place of business shall be in the City of Coeur d'Alene, State of Idaho.

-ARTICLE II-
PURPOSES

Section 1: The sole purpose for which this corporation is formed is to advertise the products and services of Oldsmobile dealers who are members of the corporation.

Section 2: The general purposes for which this corporation is formed and the activities and objectives to be carried on by it are:

- (a) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.
- (b) To foster and promote the interests of those persons, firms and corporations engaged in the retailing of Oldsmobile vehicles in the Spokane A.D.I.
- (c) To conduct and operate means and places of disseminating information relative to the use of motor vehicles and to promote the sale of motor vehicles, and for such purposes to establish, conduct and manage advertising campaigns, exhibitions, displays, tests, trials and demonstrations.

- (d) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers and to discourage the use of false or misleading advertising or any other business practice which may be detrimental to the public and to the retail automobile industry.

-ARTICLE III-
NON-STOCK and NON-PROFIT

This corporation shall have no capital stock, and no share of stock in the corporation shall be issued. This corporation does not contemplate the carrying on of a business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains or profits to its members.

-ARTICLE IV-
POWERS

The corporation shall have all of the powers, not contrary to law or the statutes of the State of Idaho, incident to, expedient or necessary to carry out the purposes of which it is formed.

Specifically, and without limiting the generality of the foregoing, the corporation shall have the following powers:

- (a) To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold and convey all property, both real and personal, including shares of stock, bonds, and securities of other corporations.
- (b) To convey, exchange, lease, sell, mortgage, encumber or otherwise dispose of all property, real and personal.
- (c) To borrow money, contract debts, and issue notes, bonds, bills or evidences of indebtedness to secure the payment of performance of its obligations.
- (d) To appoint such subordinate agents or officers as the business may require, and to make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.
- (e) To indemnify the officers and members of the Board of Trustees.

-ARTICLE V-
DURATION

The duration of the corporation shall be perpetual.

-ARTICLE VI-
BY-LAWS

At the first meeting of the members of this corporation, there shall be adopted corporate By-Laws which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the corporation shall be carried out, and the manner in which the By-Laws may be amended. At the said meeting, the By-Laws shall be adopted by the vote of a majority of all the members of the corporation.

-ARTICLE VII-
MEMBERSHIP

The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of this corporation shall be set forth in the corporate By-Laws and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

-ARTICLE VIII-
TRUSTEES

The business and affairs of the corporation shall be managed by a committee of Trustees which shall be composed of not less than three (3), nor more than seven (7), members, or persons who hold a financial interest in a member either by virtue of stock ownership or a partnership interest in a member. The initial number of Trustees for the corporation shall be five (5), and the names and addresses of the initial Trustees who shall manage the affairs of the corporation until the first meeting of its members and until their successors are elected and qualified, but not less than two (2) months nor more than six (6) months from the date these Articles of Incorporation are filed with the Secretary of the State are as follows:

NAME

ADDRESS

Jeff Barton

Barton Oldsmobile Company
West 1002 Second Avenue
Spokane, WA 99204

Dan Barton

Dan Barton Oldsmobile-Cadillac, Inc.
317 Dalton Avenue
Coeur d'Alene, ID 83814

Greg Taylor

Taylor-Parker Motor Company
P.O. Box 580
Sandpoint, ID 83864

Tom Dorsey

Dorsey Chevrolet Company
P.O. Box 1049
Tekoa, WA 99033

Rick Swanson

Don Swanson Motors, Inc.
P.O. Box AH
Moses Lake, WA 98837

The Board of Trustees shall be elected by cumulative voting by members, so that in the election of Trustees, each member of the corporation shall have the right to cast the number of votes equal to the number of Trustees to be elected, and he may cast all such votes for one candidate, or he may distribute them among any two or more candidates.

-ARTICLE IX-
AUTHORITY OF TRUSTEES

The Board of Trustees of the corporation shall have all the power and authority granted by the statutes of the State of Idaho, under which the corporation is formed, and in addition thereto, shall have the power and authority vested in it by the By-Laws of the corporation.

-ARTICLE X-
FIRST MEETING

The founding members, who are the subscribers to these Articles of Incorporation, or any one or more of them, shall cause to be called a first meeting of the members of the corporation, by giving not less than seven (7) days written notice of the time and place of the said meeting to each of the members. At such meeting, the By-Laws of the corporation shall be adopted and there shall be elected a President, Vice President, Secretary and Treasurer of the corporation, a board of not less than three (3) nor more than seven (7) Trustees, and such other officers as may be provided for in the corporate By-Laws. Voting by proxy shall be permitted.

The number of Trustees to be elected, the term of their office and their qualifications, their successorship, and the term of office

and qualifications of the other officers to be elected at said meeting shall be as prescribed and fixed by the By-Laws of the corporation.

-ARTICLE XI-
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 317 Dalton Avenue, Coeur d'Alene, Idaho 83814; and the name of its initial registered agent at such street address shall be Dan L. Barton.

IN WITNESS WHEREOF, we the undersigned, who are the incorporators of the above-named corporation, have hereunto set our hands, in triplicate, this ____ day of _____, 19__.

DAN BARTON OLDSMOBILE-CADILLAC, INC.

By: 
Dan L. Barton, President

317 Dalton Avenue
Coeur d'Alene, ID 83814