



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

HIGH COUNTRY GMC TRUCK DEALERS ADVERTISING ASSOCIATION, 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 _____

HIGH COUNTRY GMC TRUCK DEALERS ADVERTISING ASSOCIATION, 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 February 21, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

HIGH COUNTRY GMC TRUCK DEALERS ADVERTISING ASSOCIATION, INC.

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

NAME AND LOCATION

The name of the corporation shall be High Country GMC Truck Dealers Advertising Association, Inc. and its location and chief place of business shall be in Southeastern Idaho with its Registered Agent being in Idaho Falls, Idaho.

ARTICLE II.

PURPOSE

1. The purpose for which this corporation is formed is to advertise the products and services of GMC Truck dealers, who are members of the corporation.

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 GMC Truck vehicles in Idaho Falls and Pocatello ADI;
- (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 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;

- (e) To conduct such other business as may be lawful under the laws of the State of Idaho.

ARTICLE III.

NON-STOCK AND NON-PROFIT

This corporation shall have no capital stock, and no shares of stock in the corporation shall be issued. This corporation does not contemplate the carrying on of 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 of 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 this corporation.

ARTICLE V.

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI.

BYLAWS

At the first meeting of the members of this corporation there shall be adopted corporate Bylaws 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 Bylaws may be amended. At the said meeting, the Bylaws 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 Bylaws and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

ARTICLE VIII.

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is: 408 Shoup Avenue, Idaho Falls, Bonneville County, Idaho. The name of the corporation's initial registered agent at such address is: Marc J. Weinpel, Esq.

ARTICLE IX.

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors which shall be composed of all of the members of the corporation. The initial number of the Board of Directors for the corporation shall be seven (7), and the names and addresses of the initial Board of Directors 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 of Idaho are as follows:

<u>NAME</u>	<u>ADDRESS</u>
T.B. Smith for Blackfoot Motors Supply Co., Inc.	369 West Bridge Blackfoot, ID 83221
Art Hirning for Hirning Pontiac, Cadillac, G.M.C., Inc.	4800 Kim Drive Pocatello, ID 83201
Rex Erickson for Erickson Pontiac, G.M.C., Inc.	267 West 4th South Rexburg, ID 83440
Dave Gietzen for B.A. Wackerli, Co., Inc.	810 West Broadway Idaho Falls, ID 83402
John M. Blayden for Quality Motors, Inc.	201 Main Street Salmon, ID 83467

Bob Bauer for
Bauer Pontiac-Cadillac-Buick-G.M.C., 352 East Main
Inc. St. Anthony, ID 83445

D. Anderson for
Country Chevrolet-Oldsmobile-G.M.C. 235 Roosevelt
Truck, Partnership American Falls, ID 83211

The number of Board of Directors may be increased or decreased within the foregoing limitations, by appropriate provision in the Bylaws of the corporation.

The Board of Directors shall be elected by cumulative voting by members, so that in the election of the Board of Directors, each member of the corporation shall have the right to cast the number of votes equal to the number of Board of Directors 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 BOARD OF DIRECTORS

The Board of Directors 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 Bylaws 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 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 Bylaws of the corporation shall be adopted and there shall be elected a President, Secretary and Treasurer of the corporation, a Board of seven (7) Directors, and such other officers as may be provided for in the corporation Bylaws, Voting by proxy shall be permitted.

The number of Directors 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 Bylaws of the corporation.

IN WITNESS WHEREOF, we the undersigned, who are the incorporators of the above-named corporation, have hereunto set out hands, in triplicate, this 15th day of February, 1989.

Blackfoot Motors Supply Co., Inc.

BY: *T. D. Smith*

Hirning Pontiac, Cadillac, G.M.C.,

BY: *A. J. Hirning*

Erickson Pontiac, G.M.C., Inc.

BY: *E. Erickson*

B.A. Wackerli, Co., Inc.

BY: *D. Wackerli*

Quality Motors, Inc.

BY: *M. S. Bradley*

Bauer Pontiac-Cadillac-Buick-G.M.C., Inc.

BY: *Wm. J. Bauer*

Country Chevrolet-Oldsmobile-G.M.C. Truck, Partnership

BY: *S. R. Anderson*