

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

THOMSON CHRYSLER-PLYMOUTH INC.

was filed in the office of the Secretary of State on the **Eleventh** 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
Lewiston in the County of **Boise**.

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 **11th** day of **February**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THOMSON CHRYSLER - PLYMOUTH INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all full-age citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and for such purposes we hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this corporation shall be:

"THOMSON CHRYSLER-PLYMOUTH INC."

ARTICLE TWO

Purposes

The purposes for which said corporation is formed and organized are:

Anywhere in the United States and its territories, and particularly in the State of Idaho, to engage in and carry on any part or all of the following businesses, to-wit:

(1) To establish or acquire, or acquire interests in or control of, by purchase, investment, affiliation, assumption of liabilities or otherwise, the type of business dealing with motor vehicles, and other automotive equipment, to finance or assist in financing the establishment, development and operation thereof; and to supervise, oversee and assist in the management and operation thereof;

(2) To buy and sell, manufacture and distribute, lease and otherwise deal in, at wholesale and retail, new and used automobiles, vehicles, trucks, tractors, trailers, machinery, implements, boats and marine supplies, accessories, equipment and parts, and to render services in connection with the same.

(3) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character and nature, and description, and to do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of any or all of the purposes;

(4) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise;

(5) To contract and hire labor necessary or convenient to the conducting and operation of said businesses;

(6) To use and apply to surplus earnings or cumulative profits to the purchase of acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its board of directors shall determine; to invest surplus funds from time to time at the discretion of the board of directors;

(7) To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation;

(8) To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock;

(9) To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for the purpose of the corporation;

(10) To have one or more offices and places of business in and out of the State of Idaho and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate in or outside of the State of Idaho;

ARTICLE THREE

Existence

The corporation shall have a perpetual existence.

ARTICLE FOUR

Location

The principal place of business and office of this corporation shall be at Lewiston, in the County of Nez Perce, State of Idaho, but the corporation office address may be changed by the Board of Directors, and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho as the Board of Directors may decide upon and meetings of the Board of Directors may be held at any such branch offices or places of business of the corporation and the business of the corporation transacted there.

ARTICLE FIVE

Capital Stocks

The capital stock of this corporation shall consist of Five Hundred (500) shares of capital stock, same being common stock, at One Hundred (\$100.00) Dollars per share par value for a total capitalization of \$50,000.00. Each share of common stock shall have one full vote at the stockholders' meetings of the corporation.

ARTICLE SIX

Incorporators

The names and post office addresses of the incorporators of this corporation, and the number of shares of stock of the corporation for which each has subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Stuart D. Thomson	907 D St., Lewiston, Idaho	1
Ruth B. Thomson	907 D St., Lewiston, Idaho	1
William J. Jones	P.O. Box 563, Lewiston, Idaho	1

ARTICLE SEVEN

Directors

The number of directors of this corporation shall be not less than three nor more than seven; and the number of qualifications, terms of office, manner of election, time and place of meetings, and powers of directors, and their duties, shall be such as are prescribed by the by-laws of this corporation.

ARTICLE EIGHT

By-Laws

The Board of Directors of this corporation shall have the power to adopt all by-laws, and the same may be modified or amended by the Board of Directors, subject, however, to the power of the shareholders to change

or repeal such by-laws.


IN WITNESS WHEREOF, the said incorporators have hereunto
set their hands and seals and executed the foregoing Articles of Incorporation
in triplicate this 5 day of February 1964.

Stuart D. Thomson
Stuart D. Thomson (SEAL)
Rick B. Thomson (SEAL)
William J. Jones (SEAL)

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 5th day of February, 1964, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared STUART D.
THOMSON, known to me to be the person whose name is subscribed to the
within and foregoing 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 hereinabove first written.

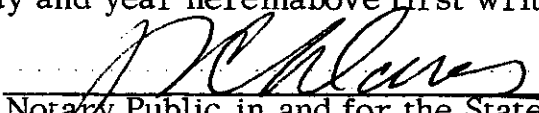


Notary Public in and for the State of Idaho
residing at Lewiston, therein

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 5th day of February, 1964, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared RUTH B.
THOMSON, known to me to be the person whose name is subscribed to the
within and foregoing instrument and acknowledged to me that she executed the
same.

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

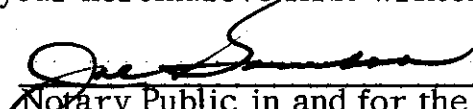


Notary Public in and for the State of Idaho
residing at Lewiston, therein.

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 5th day of February, 1964, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared WILLIAM J.
JONES, known to me to be the person whose name is subscribed to the within
and foregoing 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 hereinabove first written.



Notary Public in and for the State of Idaho
residing at Lewiston, therein.