

State of Idaho



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

EDMARK MOTORS, INC.

was filed in the office of the Secretary of State on the **Second** day of **August**, A.D. One Thousand Nine Hundred **Sixty**, and duly recorded on Film No. **112** 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 **2nd** day of **August**, A.D., 19 **60**.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION

OF

EDMARK MOTORS, INC.

ARTICLE I.

The name of this corporation is EDMARK MOTORS, INC.

ARTICLE II.

Purposes

(a) To manufacture, buy, sell and deal in automobiles, trucks, cars, boats, flying machines and other vehicles, their parts and accessories, and kindred articles, and generally to conduct an automobile business in all its branches.

(b) To engage in a general garage, filling station, and motor vehicle service and repair business.

(c) To purchase, sell, lease, make repairs to and store automobiles, 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.

(d) 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.

(e) 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.

(f) 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.

(g) 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, 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.

(h) 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

1 corporation for the moneys so borrowed, or in payment for property
2 acquired, or for any other objects or purposes of this corporation,
3 or in connection with its business; to secure payment of such de-
4 ventures, notes or other obligations by mortgages or pledges or
5 other liens upon any or all of the property of this corporation
6 wheresoever situated.

7 (i) To carry out all or any part of the foregoing objects,
8 or purposes as principal or agent, or otherwise, either alone or in
9 conjunction with any person, association or other corporation and
10 in any part of the world; and in carrying on its business and for
11 the purpose of attaining or furthering any of its objects or purpos-
12 es, to make and perform such contracts of any kind and description,
13 to do such acts and such things, and to exercise any and all such
14 powers as a natural person could lawfully make, perform do or exer-
15 cise, provided that the same be not inconsistent with the objects
16 or purposes of this corporation, or the statutes of the State of
17 Idaho.

18 (j) To conduct its business in all or any of its branches
19 in the State of Idaho, and in any and all other states, territories,
20 possessions, colonies and dependencies of the United States of
21 America and in the District of Columbia, and in any or all foreign
22 countries, and to have one or more offices within or outside of the
23 State of Idaho.

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

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

34 ARTICLE III. 35 Duration

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

38 ARTICLE IV. 39 Place of Business

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

43 ARTICLE V. 44 Stock

45 This corporation is authorized to issue one class of
46 shares of its capital stock to be designated as common stock; the
47 total number of shares of common stock which this corporation shall
48 be authorized to issue is 1,000. The aggregate par value of the
49 capital stock of this corporation shall be \$100,000.00; and the par
50 value of each of said shares of common stock shall be \$100.00.
51
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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
Thomas L. Edmark	Caldwell, Idaho	One
Helen J. Edmark	Caldwell, Idaho	One
Peter J. Boyd	Caldwell, Idaho	One

Each of the persons above enumerated as incorporators is a natural person over the age of 21 years and is a citizen of the United States of America.


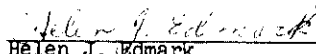

ARTICLE VII.
Capital stock

The capital stock of this corporation shall be non-assessable; 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 1st day of August, 1960.

 (SEAL)
Thomas L. Edmark
 (SEAL)
Helen J. Edmark
 (SEAL)
Peter J. Boyd

STATE OF IDAHO }
County of Canyon } ss.

On this 1st day of August, 1960, before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS L. EDMARK, HELEN J. EDMARK and PETER J. BOYD, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and I further certify that each of said persons acknowledged that he was over the age of 21 years and each was a citizen of the United States of America.

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


Notary Public for Idaho
Residing at Caldwell, Idaho