



CERTIFICATE OF INCORPORATION
OF

BEAR LAKE MOTOR COMPANY, INC.

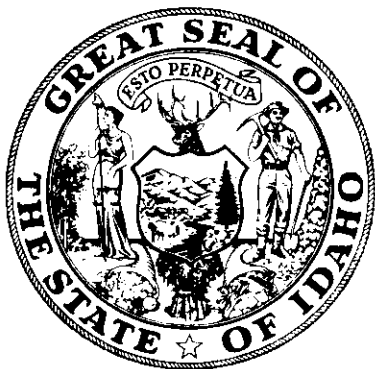
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

BEAR LAKE MOTOR COMPANY, INC.,

duly signed pursuant to the provisions of the Idaho Business 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 _____ January 29 _____, 19 ____.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
BEAR LAKE MOTOR COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, are natural persons of full age, citizens of the United States of America and residents of the State of Idaho. In order to form a corporation for the purposes stated below, pursuant to the Business Corporation Act of Idaho, we have voluntarily associated ourselves together; and we do hereby certify as follows:

1. NAME. The name of this corporation is Bear Lake Motor Company, Inc.

2. DURATION. The corporation shall have perpetual existence.

3. PURPOSES. The corporation shall engage in lawful private enterprise for profit. Its business shall consist 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; and any other lawful activity. The corporation shall have all the powers granted or implied by the enabling statute cited above in order to conduct its business as herein described.

4. REGISTRY. The initial registered office of the corporation is located at 867 Washington Street, Montpelier, Idaho 83254. The name of the initial registered agent at that address is Thomas R. Sneddon.

5. SHARES. The corporation is authorized to issue two classes of shares of stock to be designated as "preferred" and "common," respectively. The total number of shares that may be issued by this corporation is two hundred

(200) shares. One hundred (100) shares to be preferred shares with a par value of Seven Thousand Five Hundred Dollars (\$7,500.00) and one hundred (100) shares to be common shares without par value.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon holders of the respective classes of stock are as follows:

A. Dividends. The holders of preferred and common stock shall be entitled to receive such dividends as the directors may authorize, payable out of the surplus net profits of the corporation; provided, however, that no dividend shall be set apart or paid on the common stock in a given year until and unless the holders of preferred stock have received a dividend of ten percent (10%) of the par value thereof. The dividends upon the preferred stock shall be cumulative. Dividends, when authorized, shall be paid annually.

B. Liquidation. In the event of any liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall be entitled (and limited) to payment in full of both the par amount of their shares and the unpaid dividends accrued thereon. After such payment to the holders of preferred stock, the remaining assets of the corporation shall be divided and paid to the holders of the common stock.

C. Nonconvertibility. The rights of preferred stockholders, being limited as set forth above, such preferred shares shall not be convertible to shares of any other class.

D. Pre-emptive rights.

(1) "Pre-emptive rights" in this context shall be deemed to apply only to transfers of shares of common stock by holders of such stock as well as by the corporation. Preferred stock shall not have, or be subject to, any pre-emptive rights.

(2) The corporation shall have first pre-emptive rights with respect to any proposed transfer of common shares or change in ownership of such shares.

(3) Holders of outstanding common shares shall have second pre-emptive rights with respect to any proposed transfer of common shares or change in ownership of such shares.

(4) Common shares may be transferred among shareholders or to persons not yet shareholders only if notice of the proposed transfer is given in writing to the corporation and to the other existing common shareholders, and the corporation within sixty (60) days fails to make an offer for purchase of the shares on the terms hereinafter set forth and the other shareholders within sixty (60) additional days also fail to make an offer for purchase of the shares on the terms hereinafter set forth.

(5) The purchase price of any shares of common stock acquired or sought to be acquired under the pre-emptive rights provided in this paragraph, shall be the value specified for such shares in the most recent meeting of shareholders in which the value was fixed and recorded in the minutes.

E. Redemption.

(1) Every registered holder of preferred stock may deliver to the corporation for redemption a certificate or certificates for preferred stock, properly endorsed, and the corporation shall thereupon redeem the shares represented by such certificate or certificates by paying to the registered holder, in cash, the par amount of those shares represented by said certificate or certificates and the unpaid dividends accrued thereon, if any.

(2) On or after January 31, 1990, the corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all, of the outstanding preferred stock of the corporation, on any dividend date, or upon sixty (60) days' written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired or canceled, in such manner and amounts as the board of directors may de-

termine, by paying to the respective holders of the stock so retired, in cash, the par amount of those shares of stock so retired and canceled, together with all unpaid dividends accrued thereon, if any.

F. Voting rights. Both preferred stock and common stock shall have voting rights, and each share shall have one (1) vote.

6. INCORPORATORS. The name and post office address of each of the incorporators and initial directors of the corporation is as follows:

| <u>Name</u> | <u>Post Office Address</u> |
|---|--|
| Thomas R. Sneddon Incorporator / Director | 132 N. 5th Ave. Montpelier, Idaho 83254 |
| Dorothy L. Sneddon Incorporator / Director | 132 N. 5th Ave. Montpelier, Idaho 83254 |
| Murray T. Sneddon Director | 350 N. 2nd Ave. Montpelier, Idaho 83254 |

7. BY-LAWS. The corporation shall adopt by-laws to govern the conduct of its internal affairs, subject to regulations contained in these articles. The by-laws shall prescribe generally the terms, qualifications, duties and compensation of directors and officers; the procedures for scheduling, giving notice of and conducting meetings, rules relating to the voting of shares; and other provisions which the corporation may from time to time deem necessary.

8. MISCELLANEOUS PROVISIONS.

A. Contracts. The corporation may enter into any contracts or undertake any obligation permitted by law, within the scope of its business as herein described, including, without limitation, employment agreements with individuals or bargaining agents, insurance agreements, trust agreements, and agreements to buy or sell the corporation's assets or stock. Such transactions shall conform to procedures specified in the by-laws when applicable.

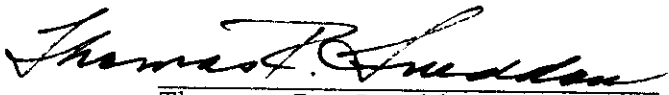
B. Conflicts. In the event that the board of directors cannot reach a majority decision on a question affecting the conduct of the corporation business, the board shall call a special shareholders' meeting. The shareholders

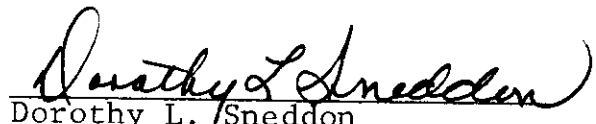
shall elect a special, additional member of the board of directors (who need not be a shareholder) for the limited purpose of voting on the question at issue; and the board shall reconvene with the new member to consider the question.

C. Disclosure. Every director, officer or shareholder, and his agent or attorney, shall be granted access to the books and accounts of the corporation at its registered office during ordinary business hours, except on holidays.

9. AMENDMENTS. The corporation may, at any time, amend these articles by a two-thirds vote of all outstanding shares at a shareholders' meeting called on due notice.

IN WITNESS WHEREOF, we have signed these articles of incorporation on the 29th day of June, 1979.



Thomas R. Sneddon


Dorothy L. Sneddon

STATE OF IDAHO)
) ss.
County of Bannock)

On this 29th day of June, 1979, before me, a Notary Public in and for said state, personally appeared Thomas R. Sneddon and Dorothy L. Sneddon, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.


Notary Public, State of Idaho
Residing at Pocatello

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