



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

CLEMENTI CAR CORP., 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 the above named corporation, 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: August 16, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

Aug 16 4 11 PM '98  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
CLEMENTI CAR CORP., INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.  
NAME OF THE CORPORATION**

The name of the corporation is Clementi Car Corp., Inc. ("Corporation").

**ARTICLE II.  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.  
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To operate a Honda automobile franchise.
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV.  
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	100,000	\$1.00

**ARTICLE V.  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Chandler, Dillion & Allyn, Chartered, 325 W. Idaho St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Kathleen P. Allyn.

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the Initial Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Joseph C. Clementi	6523 Mimus Lane Loomis, California 95650
Jeanne P. Clementi	6523 Mimus Lane Loomis, California 95650

**ARTICLE VII.  
INCORPORATOR**

The name and address of the incorporator is:

**NAME**

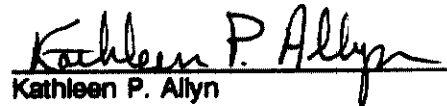
Kathleen P. Allyn

**ADDRESS**

325 West Idaho Street  
Boise, Idaho 83702

**SIGNATURE OF INCORPORATOR**

Dated: August 16, 1990

  
Kathleen P. Allyn