



CERTIFICATE OF INCORPORATION
OF

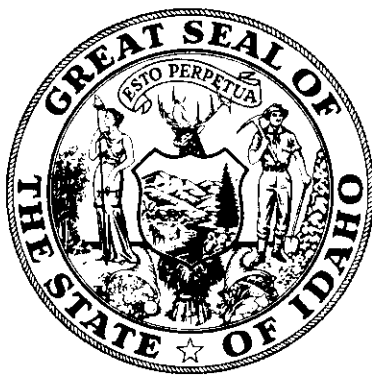
TREASURE VALLEY CHEVROLET DEALERS ADVERTISING ASSOCIATION, INC.

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 TREASURE
VALLEY CHEVROLET 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 September 10, 1984.



SECRETARY OF STATE

Corporation Clerk

SEP 10 PM 1 55
ARTICLES OF INCORPORATION

SECRETARY OF
TREASURE VALLEY CHEVROLET DEALERS
ADVERTISING ASSOCIATION, INC.

AN IDAHO NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed, who are of legal age and citizens of the United States of
America, have this day voluntarily associated ourselves together
for the purpose of forming a nonprofit corporation under and
pursuant to the laws of the State of Idaho, including Idaho Code
§§ 30-301 to -332. Pursuant thereto I certify as follows:

ARTICLE I.

Name

The name of this nonprofit corporation is TREASURE
VALLEY CHEVROLET DEALERS ADVERTISING ASSOCIATION, INC.

ARTICLE II.

Duration

This corporation shall have perpetual existence.

ARTICLE III.

Exempt Status

The corporation is constituted to attract substantial
support from contributions, directly or indirectly, from General
Motors Corporation, and the corporation has not been formed for

pecuniary profit or financial gain, and no part of the assets, income, earnings, or profit of the corporation is or shall be distributable to, or inure to the benefit of, the members, directors, or officers of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV.

Purposes and Powers

Section 1. That sole purpose for which this corporation is formed is to advertise by any and all means or media the products and services of Chevrolet franchised dealers, members of the corporation.

Section 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 Chevrolet vehicles in the greater Southern Idaho area;
- (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 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.

Section 3. Generally, the corporation may have and exercise all such powers as are by law conferred upon such corporations of like character, and, in carrying out its purposes the corporation may do any and all things necessary thereto and may exercise any and all powers not prohibited by these Articles

of Incorporation or law, and not prohibited to nonprofit tax-exempt corporations.

ARTICLE V.

Registered Agent

The Registered Agent of this corporation is hereby designated as Thomas J. Allen, and the Registered Office of this corporation is hereby designated at 2800 Fairview Ave., Boise, Idaho 83702, which address is the business office of the Registered Agent designated as above set forth.

ARTICLE VI.

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 By-Laws and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

ARTICLE VII.

Nonassessable

The Membership Certificates of this corporation are not assessable and all Membership Certificates issued shall conspicuously note on the face of such certificate that the same is not assessable.

ARTICLE VIII.

Initial Directors

The number of directors constituting the initial Board of Directors of this corporation shall be set forth in the Bylaws of the corporation. The number of directors constituting the initial Board of Directors shall be three (3), whose names, addresses, and initial terms of office are as follows:

<u>Name and Address</u>	<u>Term of Office</u>
Thomas J. Allen 2800 Fairview Ave. Boise, Idaho 83702	1 year
David Edmark, Jr. 10th Ave. and Blaine Caldwell, Idaho 83605	1 year
Lanny Berg 410 Cleveland Blvd. Caldwell, Idaho 83605	1 year

Each of the directors above designated shall hold office for the term indicated and until his successor is elected and qualified.

ARTICLE IX.

Quorum

Members holding ten percent (10%) of the votes entitled to be cast, represented in person, shall constitute a quorum at any meeting of the members of this nonprofit corporation.

ARTICLE X.

Private Property Not Liable

The private property of the members of this corporation shall not be subject to the payment of any corporation debt.

ARTICLE XI.

Prohibition on Payments

No member, director or officer of this nonprofit corporation shall receive any of the income or other property of this nonprofit corporation, but the foregoing shall not bar such person from receiving payments for services actually rendered, materials furnished, actual expenses incurred or money loaned to the corporation, and each member agrees that all funds of this corporation shall be used solely and exclusively to carry out the purposes of this corporation.

ARTICLE XII.

Officers

The officers of the corporation shall be president, vice president, secretary and treasurer, and such other officers as the Board of Directors shall deem necessary. Each of the officers shall have such powers as are conferred by the Bylaws of the corporation. Officers shall be chosen in accordance with provisions stated in the Bylaws.

ARTICLE XIII.

Incorporator

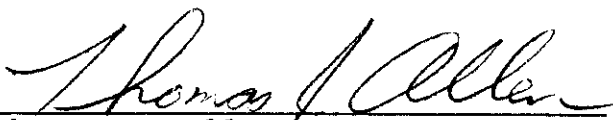
Name

Address

Thomas J. Allen

2800 Fairview Ave.
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this
10TH day of SEPT., 1984.


Thomas J. Allen