



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

COUSERS MOTOR COMPANY, INC.

was filed in the office of the Secretary of State on the **Fourth** day
of **March** A.D. One Thousand Nine Hundred **Sixty-six** and
will be ~~XXXXXX~~ **microfilm**
duly recorded on Film No. 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
fifty years existence
Waiver from the date hereof, with its registered office in this State located at
Washington
in the County of

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 **Fourth** day of **March**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
COUSENS MOTOR COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, Howard Cousens of 428 East Court Street, Weiser, Idaho, Marie Cousens of 428 East Court Street, Weiser, Idaho, and James B. Donart of 304 West Main Street, Weiser, Idaho, desiring to form a corporation under and by virtue of the laws of the State of Idaho, do hereby associate ourselves together for said purpose and execute, acknowledge, adopt and file the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be COUSENS MOTOR COMPANY, INC.

ARTICLE II.

That the names of the persons so hereby associating themselves together for the purpose aforesaid are Howard Cousens, Marie Cousens and James B. Donart, all of whom are residents and citizens of the State of Idaho and all of whom are over the age of twenty-one years;

ARTICLE III.

The principal place of business and registered office of this corporation shall be Weiser, Idaho, and there may be such other subordinate and branch offices hereafter established, either within or without the State of Idaho, as the Board of Directors of said corporation may determine;

ARTICLE IV.

The general nature of the business to be transacted by this corporation and the objects and purposes for which this corporation is

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LAW OFFICES
DONART & DONART
WEISER, IDAHO

formed are as follows: To purchase from the manufacturers thereof for resale new Willys motor vehicles, including but not limited to, Jeeps, station wagons and pickups and any other new vehicle that Willys may hereafter manufacture; to sell all kinds of automobile insurance; to buy and sell used automobiles; to rent automobiles; to finance purchases and sale of new and used automobiles; to collect commissions for the procurement of financing upon new and used automobiles from persons or institutions engaged in the automotive finance business; to rent automobiles and automotive equipment; to engage in the general automotive service and repair business; to buy and sell automotive parts, accessories and equipment and gas and oil; to act as and perform the duties of a broker, factor and/or commission merchant in the acquisition and sale of automobiles and trucks;

To do any and all other things necessary in the operation and improvement of all property held by said corporation; to loan money and to take in return therefor notes, bonds or other evidence of indebtedness together with conditional sales contracts, mortgages, trust deeds or pledges to secure the payment of the same;

To borrow money and to issue therefor its notes or bonds or other evidence of its indebtedness and to secure the payment of the same by the execution of a pledge deed, trust deed or mortgage upon any or all of its real or personal property; to sell and convey all or any of its corporate property whether real or personal giving to the purchaser thereof as full and complete title as may be possessed by said corporation;

To lease or rent and operate automotive businesses and to enter into leases, contracts and agreements with other persons, firms, corporations or personal representatives to provide for the leasing, renting and

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WEISER, IDAHO

operating of general automotive business by this corporation; to buy, lease or otherwise acquire real estate and buildings, and to lease or sublet any real estate or buildings owned by siad corporation to third parties; to do any and all things hereinbefore set forth and such other acts and deeds as may be necessary or expedient in the operation of a business conducted for the purpose of buying, selling, repairing and servicing new and used automobiles and trucks to the same extent and as fully as natural persons might do in any state or territory of the United States of America and generally to do and perform whatever other or additional acts may be necessary or desirable for the accomplishment of the purposes for which this corporation is formed;

ARTICLE V.

The capital stock of this corporation shall be Twenty-five Thousand (\$25,000.00) Dollars, divided into two hundred fifty shares (250) of the par value of One Hundred (\$100.00) Dollars per share, and said stock shall be non-assessable, and all certificates of stock issued to any purchaser of stock of this corporation shall have printed thereon the following words: "This stock is fully paid up and is non-assessable."

ARTICLE VI.

That Twenty-four thousand Three Hundred (\$24,300.00) Dollars worth of the capital stock of this corporation has been subscribed by the following named persons in the amount set opposite their respective names, to-wit:

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WEISER, IDAHO

<u>Name</u>	<u>Number of Shares</u>	<u>Par Value</u>
Howard Cousens	121	\$12,100.00
Marie Cousens	121	\$12,100.00
James B. Donart	1	\$ 100.00

ARTICLE VII.

That the government and management of the business of this corporation shall be vested in a board of three directors and that Howard Cousens, Marie Cousens, and James B. Donart shall be and constitute the first Board of Directors of this corporation and shall hold their offices as such until their successors are elected and qualified.

ARTICLE VIII.

The Directors, as well as the stockholders, shall have power to make such prudential by-laws as they may deem proper for the management of the corporation, not inconsistent with the general by-laws of the corporation, and power is hereby conferred upon the Board of Directors by a two-thirds vote of said Directors to repeal and/or amend the general by-laws of the corporation and to adopt new general by-laws.

ARTICLE IX.

That the time of commencement of this corporation shall be the day on which a copy of these articles of Incorporation is filed in the office of the Secretary of the State of Idaho, and this corporation shall continue for the term of fifty (50) years thereafter.

IN WITNESS WHEREOF, the said parties have hereunto set their hands

LAW OFFICES
DONART & WESTON
WEISER, IDAHO

and seals this 24th day of February, 1966.

Howard Cousens (SEAL)

Marie Cousens (SEAL)

James B. Donart (SEAL)

STATE OF IDAHO)
County of Washington) :ss

On this 24th day of February, 1966, before me, the undersigned, a Notary Public, personally appeared Howard Cousens, Marie Cousens and James B. Donart, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

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

Stanley Nelson
Notary Public
Residing at Weiser, Idaho.