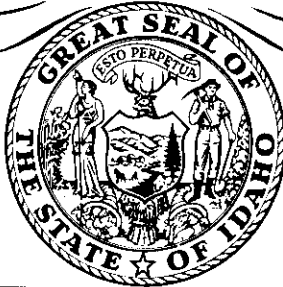


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

**ROGERS' PONTIAC, INC.**

was filed in the office of the Secretary of State on the **6th** day of **April** A.D., One Thousand Nine Hundred **Seventy-one** and **will be** duly recorded on **Microfilm** 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 **Lewiston** in the County of **Nez Perce**

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 **6th** day of **April**, A.D., 19 **71**.

Pete T. Cenarrusa  
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION  
OF

ROGERS' PONTIAC, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, all of whom are natural persons, of full age and citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby execute, acknowledge and adopt these Articles of Incorporation in triplicate, certifying as follows:

ARTICLE I.

NAME: The name of this corporation is and shall be:

ROGERS' PONTIAC, INC.

ARTICLE II.

PURPOSES: The purposes for which said corporation is formed and organized are:

(a) To engage in the business 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.

(b) To engage in the retail and wholesale sales of auto parts and accessories.

(c) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature, and description, and to do such other things as are incidental, proper, or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

(d) To render services in connection with storage of automobiles and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, electrical appliances, and equipment.

(e) To manufacture, purchase, import, or otherwise acquire, sell, rent, repair, take upon storage, exchange, export, and otherwise deal in and dispose of any or all of the following: motors, engines, or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies, and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus, and appliances; and fuel, oils, and other materials useful in connection with the ownership, use, or enjoyment of any of the above.

(f) To engage in the rental, loan, and lease of automobiles, trucks, tractors, trailers, and, without limitation, all types of motor vehicles, and, in connection therewith, to purchase and sell motor vehicles and equipment, vehicle parts, articles, and accessories, and to perform repairs and services in connection with the leasing, loaning, or rental of such vehicles, and to acquire, hold, and own any and all licenses, permits, and franchises necessary or useful in connection with the business.

(g) To engage in the buying and selling, at wholesale and retail, of rubber automobile tires of all kinds and descriptions, and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and

incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

(h) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to, and enter into contracts and arrangements of all kinds with builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

(i) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(j) To carry on business in the United States or elsewhere

as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate in interest in any properties or business acquired, established, or carried on by the company to remain or be vested in the name of, or carried on by, any other company formed or to be formed, either upon trust for, or as agents or nominees of, this company, and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

(k) To use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of its own capital stock from time to time and to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the

purpose of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors or by a majority of the stockholders.

(1) To manufacture, produce, purchase or otherwise acquire, sell, rent or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invented.

(m) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

### ARTICLE III.

DURATION: Said corporation shall have perpetual existence.

### ARTICLE IV.

LOCATION OR PRINCIPAL OFFICE: The location and post office address of the principal and registered office of said corporation shall be Lewiston, Nez Perce County, State of Idaho.

### ARTICLE V.

CAPITAL STOCK: The amount of the capital stock of said corporation shall be One Hundred Fifty Thousand Dollars (\$150,000), divided into one thousand five hundred shares of par value of One Hundred Dollars (\$100) per share, with one vote to each share.

### ARTICLE VI.

INCORPORATORS: The name and resident post office address of


each of the incorporators and a statement of the number of shares presently subscribed by each, the only class of shares being common shares, are as follows:

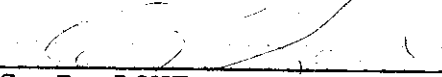
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Donna J. Cox	3512 Seventh Street Lewiston, Idaho	1
C. R. Love	3521 Eighth Street E Lewiston, Idaho	1
France H. Rogers	835 Beachview Boulevard Clarkston, Washington	1


ARTICLE VII.

DIRECTORS: The number, terms of office, manner of election, time and place and manner of calling meetings, and the powers and duties of the directors of the corporation shall be prescribed by the Bylaws, except that a director need not be a shareholder of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals at Lewiston, Idaho, this 31st day of March, 1971.

  
DONNA J. COX (SEAL)

  
C. R. LOVE (SEAL)

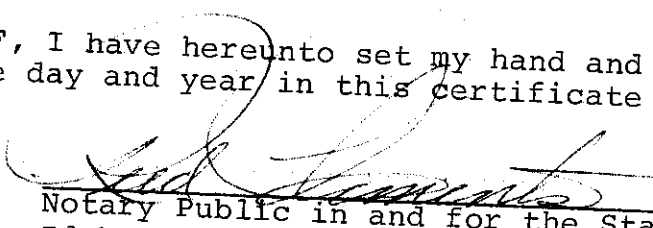
  
FRANCE H. ROGERS (SEAL)

STATE OF I D A H O )  
: ss.  
County of NEZ PERCE )

On this 31st day of March, 1971, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared DONNA J. COX, known to me to be the persons whose names is subscribed to the within instrument and acknowledged to me that she executed the same.

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

( S E A L )

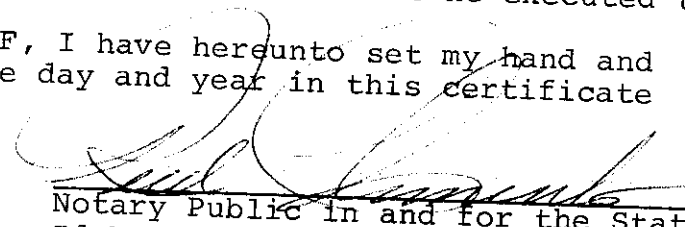
  
Notary Public in and for the State of  
Idaho, Residing at Lewiston, therein.

STATE OF I D A H O )  
: ss.  
County of NEZ PERCE )

On this 31st day of March, 1971, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared C. R. LOVE, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

( S E A L )

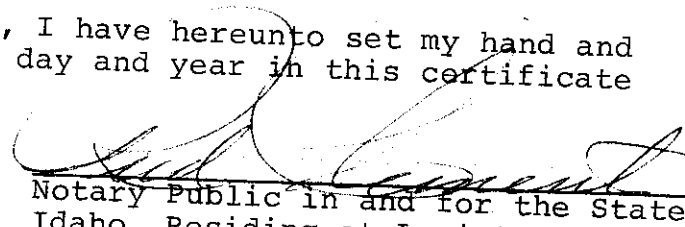
  
Notary Public in and for the State of  
Idaho, Residing at Lewiston, therein.

STATE OF I D A H O )  
: ss.  
County of NEZ PERCE )

On this 31st day of March, 1971, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FRANCE H. ROGERS, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

( S E A L )

  
Notary Public in and for the State of  
Idaho, Residing at Lewiston, therein.