

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

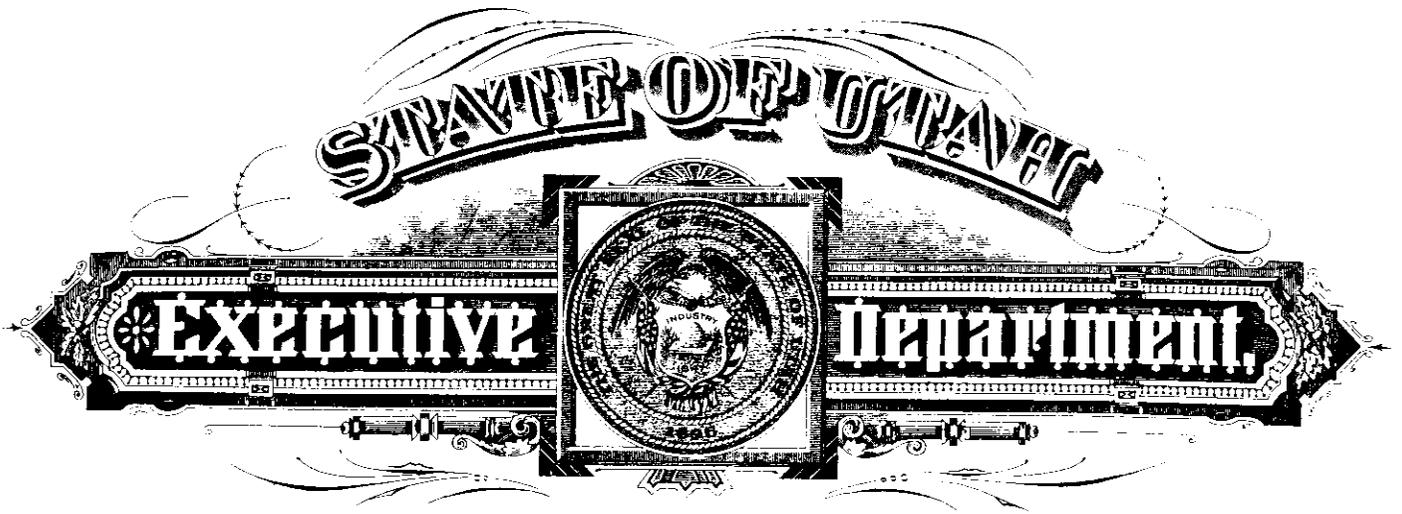
GREAT WESTERN MOTOR CLUB, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fifteenth** day of **May,** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Fifteenth** day of **May,** 19 **63**, a designation of **T. H. Eberle, W. D. Eberle or J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **15th** day of **May**, A.D. 19 **63**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT THE ATTACHED IS A FULL, TRUE AND CORRECT COPY
OF THE ARTICLES OF INCORPORATION OF GREAT WESTERN MOTOR CLUB, INC.,
A CORPORATION OF THE STATE OF UTAH, QUALIFIED TO DO BUSINESS IN THE
STATE OF UTAH. CERTIFICATE OF SUCH QUALIFICATION WAS ISSUED FROM THE
OFFICE OF THE SECRETARY OF STATE ON THE TWENTY-NINTH DAY OF APRIL, 1963,
AND THE SAID CORPORATION IS IN EXISTENCE AND GOOD STANDING WITH ALL
TAXES PAID AND REPORTS FILED TO DATE.

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

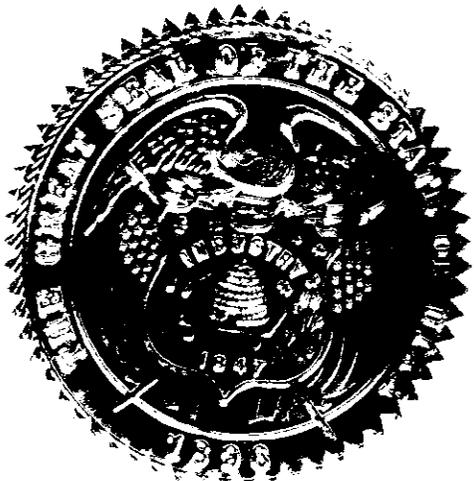
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS Thirtieth DAY OF

April 19 63

Lamont F. Toronto
SECRETARY OF STATE

BY Wendell L. Catfull
DEPUTY



ARTICLES OF INCORPORATION

STATE OF UTAH, COUNTY OF KANE, THIS 15TH DAY OF MARCH 1950

That undersigned persons, all being at the age of twenty-one years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, make the following articles of Incorporation for such corporation:

Article I: The name of the corporation is to be the MONTICELLO CLUB, INC.

Article II: The period of its duration shall be perpetual.

Article III: The purpose or purposes for which the corporation is organized are:

To establish, maintain and conduct an association or club composed primarily of owners and operators of motor vehicles;

To maintain as an activity of the work of such club or association, a service organization to, or provided for, members of such club, any and all services which may be designated for the protection and, comfort, safety, and convenience of such members;

To endeavor to do all things necessary to promote the interests and welfare of the members of such association or club and to encourage safe, convenient, pleasant and comfortable travel;

To promote and encourage construction, improvement and maintenance of improved highways and to advocate the enactment of fair, just and unobscure laws, ordinances, rules and regulations, safety codes and practices relating to the use of motor vehicles;

To affiliate, associate and cooperate with other and similar organizations, associations and clubs which have for their purposes the same or similar purposes as this club or association;

To participate or engage in any and all activities as may be provided or permitted fully as natural persons might or could do in the State of Utah, and in any other state, country or place.

Article IV: The aggregate number of shares which the corporation shall have authority to issue is ~~One Hundred Thousand (100,000)~~

Five Thousand (5,000) *[Handwritten Signature]*

shares of no par value non-assessable stock, with each share having full voting rights and being entitled to dividends, and shall be non-cumulative.

Article 10: The corporation shall not convert its shares until at least one hundred dollars has been received by it as consideration for the purchase of shares.

Article 11: Provisions relating to conveying to stockholders the prerogative rights to acquire additional shares of treasury shares of the corporation are: General shall confer prerogative rights.

Article 12: Provisions relating to the conduct of the internal affairs of the corporation are: The Board of Directors shall consist of not less than three (3) nor more than five (5) directors who must be residents of the State of Utah and constitute a majority of the total number of directors. The directors shall appoint the officers consisting of a president, one or more vice presidents, a secretary and a treasurer. The office of Secretary and Treasurer may be combined in one of the directors. The Board of Directors and the officers shall be responsible to the stockholders for all internal affairs of the corporation in conformity with the Articles of Incorporation and the Bylaws.

Article 13: The address of the initial registered office of the corporation shall be 1417 East 40th, Salt Lake City, Utah, and the name of the initial registered agent at such address shall be T. R. [Name].

Article 14: The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the corporation or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Mr. J. H. [Name]	17110 Via Pasadenas, San Lorenzo, California.
Mr. J. H. [Name]	1417 South Main, Salt Lake City, Utah.
Mr. J. H. [Name]	341 North 9th West, Orem, Utah.

NOTE: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
W. B. Harrison	1111 1/2 Main Street, San Leandro, California.
W. R. Van ...	1111 South Main, Salt Lake City, Utah.
Grant ...	315 North 975 West, Ogden, Utah.

Dated this 21st day of April, 1963.

County of Salt Lake)
 State of Utah)

I, W. B. Harrison, County Clerk, do hereby certify that on the 21st day of April, 1963, personally appeared before me, R. S. Harrison, W. R. Van ... and Grant ... who being by me first duly sworn, deposed and said that they are the three persons who signed the foregoing instrument as incorporators and that the statements therein contained are true.

In witness whereof, I, have hereunto set my hand and seal this 21st day of April, 1963.

 Notary Public
 Residing in Salt Lake City, Utah

W. B. Harrison Expires:
 April 3, 1966.