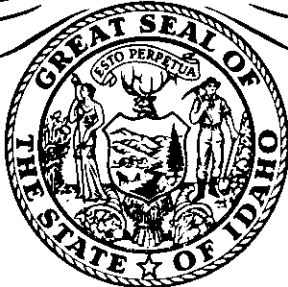


State of Idaho



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

Broderick Motor Co., Inc.

was filed in the office of the Secretary of State on the 1st day of February A.D., One Thousand Nine Hundred seventy-seven and will be / duly recorded on Film No. 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 Coeur d'Alene in the County of Kootenai

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 1st day of February, A.D., 19 77.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

of

BRODERICK MOTOR CO., INC.

We, the undersigned, being three or more natural persons, of full age, all of whom are citizens of the United States, have this day voluntarily associated ourselves for the purposes of forming a private corporation pursuant to the provisions of Title 30, Chapter 1, Idaho Code, and do hereby adopt the following Articles of Incorporation:

I.

The name of this corporation is:

BRODERICK MOTOR CO., INC.

II.

The purposes of the corporation are:

(1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering and generally dealing in the repairing, renovating, selling and servicing of new and used motor vehicles, automobiles, trucks and used motor vehicles, automobiles and trucks, and parts or accessories used or in connection therewith, and to engage in the business of purchasing, acquiring, trading, owning, selling and generally dealing in all types of supplies used by or required by motor vehicles;

(2) To maintain and operate a garage and repair facility for motor vehicles of all kinds and descriptions;

(3) To have and exercise all of those corporate powers that are authorized by the provisions of 30-114 Idaho Code, to be exercised by

said corporation, including the buying, purchasing and acquiring of stock in corporations, including the corporation here being organized;

(4) To buy, sell, own real property as is necessary from time to time to carry on the purpose of said corporation, and to borrow money thereon and to pledge property as security, including the hypothecating of real property.

III.

The duration of this corporation shall be perpetual,

IV.

The location and post office address and the registered office of the corporation in the State of Idaho is as follows:

Broderick Motor Co., Inc.
204 Second Street
Coeur d'Alene, Idaho 83814

V.

The total authorized number of par value shares of stock is 500 shares of common stock. The aggregate par value of the total authorized number of par value shares is \$50,000.00. All stock issued by the corporation shall be common stock, non-assessable and possessing equal voting rights. All stock shall have a par value of \$100 per share.

VI.

The names and addresses of the Directors of the corporation and of the Incorporators are:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Daniel L. Barton	204 Second Street Coeur d'Alene, Idaho	1
Norma Barton	204 Second Street Coeur d'Alene, Idaho	1
J.J. Broderick	Hayden Lake, Idaho	1

VII.

The Directors shall have the power to adopt, amend and alter the By-Laws of this corporation by a two-thirds majority vote of the Directors. The Directors by resolution adopted, after the formation of this corporation, shall have the right to disclaim as being effective against the corporation those preemptive rights for stock upon issue as are allowed by 30-120 Idaho Code, and said corporation may from time to time issue stock without regard to issued stock or a pro-ration thereof.

VIII.

The Directors of this corporation shall be three in number and the Directors need not be a stockholder to serve as a Director or as an officer of this corporation.

IX.

No stockholder shall be liable for any debt of the corporation beyond the amount or in excess of the amount that may be owed by him or her to the corporation for unpaid subscriptions upon shares of stock of the corporation owned by him or her.

X.

The Directors of this corporation may by resolution fix the number of shareholders of this corporation and provide by agreement that stock of the corporation shall not be transferred or divested, the effect of which would be to create stockholder ownership in excess of the number of shareholders as are authorized by the resolution of the Directors.

IN WITNESS WHEREOF, we, the undersigned, have hereto set

