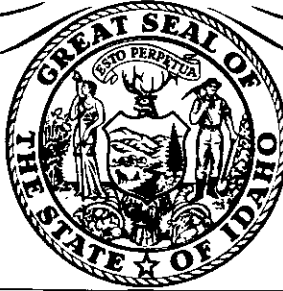


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

**LOUIS E. CLAPP**

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

**TOWN AND COUNTRY FORD, INC.,**

was filed in the office of the Secretary of State on the **Fourth** day  
of **November** A.D. One Thousand Nine Hundred **Sixty-six** 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  
**Twin Falls,** in the County of **Twin Falls.**

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 **4th** day of **November**,  
**66**  
A.D., 19 .

ARTICLES OF INCORPORATION  
OF  
TOWN AND COUNTRY FORD, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

NAME AND PLACE OF BUSINESS.

This corporation shall be known as TOWN AND COUNTRY FORD, INC., and shall conduct its business throughout the State of Idaho and the other United States, and in foreign countries.

ARTICLE II.

PURPOSE AND POWERS.

The corporation is formed for the following purposes:

(A) The enterprise, business, pursuit, occupation and purposes for which this corporation is organized and at which it proposes to engage are to buy, sell, trade, rent, store, repair and care for automobiles, trucks and motor vehicles of all kinds and supplies therefor and appurtenances thereto; to build, purchase, rent, lease, or otherwise acquire and operate buildings, storage houses and garages for the storing, caring for and keeping for hire therein of automobiles, trucks and motor vehicles of every kind, nature and description; to buy, sell, and deal in all goods, wares and merchandise necessary or incidental to the operation, repair or equipment of automobiles, trucks or motor vehicles

of any and all kinds, manufactures and descriptions; and to buy, sell, dispose of, and deal in tires, including the vulcanizing, recapping, and repair of tires and to carry on all the businesses that are usually or may be conveniently carried on by companies engaged in the buying, selling, disposing of, vulcanizing, recapping and repairing tires; to acquire, erect, lay down, maintain, enlarge, alter, work and use all such lands, buildings and other works, machinery, plant, stock, apparatus, materials and things, and to supply all such materials, products and things as may be necessary, incident or convenient in connection with the buying, selling, disposing of, vulcanizing, recapping, repairing and fixing tires, and to buy, acquire, sell, retain, deal in, or otherwise dispose of petroleum products and any right, title, or interest therein and to sell and market the same.

(B) In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho and by the principles of the common law upon corporations, this corporation shall also have the following purposes and powers, it being hereby expressly provided that the enumeration of specific powers shall not be construed to limit or restrict in any manner the aforesaid general powers of the corporation:

(1) To purchase, hold, sell, improve and lease real estate, and to mortgage and encumber the same; and further, to erect, manage, care for, maintain, extend and alter buildings thereon.

(2) To lend money and negotiate loans; to draw, accept, endorse, discount, sell and deliver bills of

exchange, promissory notes, bonds, obligations and securities of any government or other authority or company. To form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements; to execute, endorse and deliver contracts; to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contract and undertakings of any other person, firm, partnership or corporation; to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor; to enter into any arrangements with any and all authorities, municipal, local, or otherwise, conducive to the company's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions. To carry on and undertake any business, undertaking, transaction or operation commonly and generally carried on or undertaken by merchants or manufacturers or which may seem to the company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the corporations' rights or property.

(3) To acquire the good will, rights, property and assets of all kinds and undertake the whole or any

part of the obligations of any persons, firms, association or corporation on such terms and conditions as may be agreed upon and to pay for the same in cash, stocks, bonds or other securities of this corporation or otherwise; and to acquire and take all or any part of the business assets and liabilities of any person, firm, association or corporation.

(4) To engage in any business whatsoever, either as principal or as agent or both, or as a syndicate, whichever the corporation may deem convenient or proper in furtherance of any of the purposes hereinabove mentioned. To execute, from time to time, general or special powers of attorney to persons, firms, associations or corporations and to revoke the same as and when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

(C) Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, and changed in any manner and to any extent, or repealed by articles of amendment made, executed, authorized and filed in any manner now or hereafter permitted or authorized by the laws of the State of Idaho.

(D) Without in any particular limiting or restricting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds and other obligations and

shares of its capital stock in payment for property purchased or acquired by it, or for any other lawful object in and about its business; to mortgage or pledge any stocks, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds, guarantees or other obligations by it issued or incurred; to guarantee any dividends, bonds, contracts, or other obligations.

(E) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

### ARTICLE III.

#### TERM OF EXISTENCE.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

### ARTICLE IV.

#### LOCATION AND POST OFFICE ADDRESS.

The registered office of this corporation in the State of Idaho shall be located at Twin Falls, Twin Falls County, Idaho, and the post office address of the registered office of said corporation in the State of Idaho is 146 2nd Avenue East, Twin Falls, Idaho.

### ARTICLE V.

#### DIRECTORS.

The corporation shall be governed by a Board of Directors. There shall be from three (3) to seven (7) Directors, and the exact number of Directors will be specified in the By-Laws of the

corporation. The qualifications, duties, powers, limitations, and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of the corporation, subject to the laws of the State of Idaho.

#### ARTICLE VI.

##### AMENDMENT AND REPEAL OF BY-LAWS.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended, or adopted by the Board of Directors shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the power of re-enactment, amendment, or repeal heretofore set out.

#### ARTICLE VII.

##### AUTHORIZED STOCK.

(A) The capital stock of this corporation shall consist of seven hundred fifty (750) shares of common, voting stock of the par value of One Hundred Dollars (\$100.00) each, and seven hundred fifty (750) shares of six per cent (6%) cumulative participating preferred stock, of the par value of One Hundred Dollars (\$100.00) each. The total authorized number of shares shall be one thousand five hundred (1500) shares and their aggregate par value shall be One Hundred Fifty Thousand Dollars (\$150,000.00).

(B) Voting Rights: The preferred stock and common stock shall have full and equal voting rights, each share

entitling the holder thereof to one vote.

(C) Dividends: The six per cent dividend on the preferred stock shall be paid annually. No dividend shall be paid or set apart for payment on the common stock in any fiscal year or calendar year, unless and until all accumulated dividends of the preferred stock for all previous fiscal years shall have been paid or set apart for payment in full, but without interest, nor until full dividends on the preferred stock for the current fiscal year either shall have been paid or set apart for payment. The common stock shall be entitled to receive all dividends declared by the Board of Directors in accordance with the provisions hereof, the provisions of the By-Laws of the corporation and with due regard to the operation of the business.

(D) Redemption of Preferred Stock: Preferred stock may be redeemed only at the times, in the manner, and subject to the restrictions provided in the By-Laws of the corporation.

(E) Increase in Stock Issue: Without a five-sixths affirmative vote of all voting stock outstanding at the time, the corporation shall not increase the authorized amount of either preferred or common stock or create any mortgage lien or other encumbrance upon any of the property or assets of the corporation, except purchase money mortgages or any mortgage in renewal of but not in excess of any of those existing upon property at the time of its acquisition by the corporation, and except for mortgages, transfers and pledges of and other liens upon new cars, trucks or other merchandise acquired by the corporation to secure financing for a period not longer than one year.



(F) Pre-Emptive Rights: No holder of common stock shall have any pre-emptive right to purchase preferred stock of the corporation except as specifically provided in the By-Laws of the corporation.

ARTICLE VIII.

NAMES AND ADDRESSES OF INCORPORATORS.

The name and post office address of each of the incorporators and the number and class of shares subscribed by each incorporator is as follows:

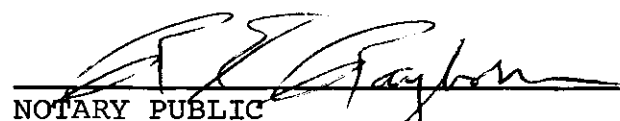
<u>NAME AND ADDRESS</u>	<u>CLASS OF SHARES</u>	<u>NUMBER OF SHARES</u>
J. G. Roth 146 2nd Ave. E., Twin Falls, Idaho	Preferred	1
Enos Schiffler 146 2nd Ave. E., Twin Falls, Idaho	Preferred	1
Ralph A. Watts 320 California St., San Francisco, Calif.	Common	600

IN WITNESS WHEREOF, The parties hereto have hereunto set their hands and seals this 3<sup>rd</sup> day of October, 1966.

J. G. Roth  
Enos Schiffler  
Ralph A. Watts

STATE OF IDAHO, )  
(ss.  
County of Twin Falls, )

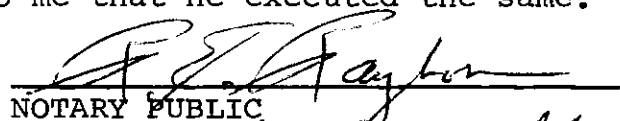
On this 3<sup>rd</sup> day of October, 1966, personally appeared before me J. G. ROTH and ENOS SCHIFFLER, two of the signers of the within instrument, who duly acknowledged to me that they executed the same.

  
NOTARY PUBLIC

Residence: Twin Falls, Idaho.

STATE OF Idaho, )  
(ss.  
County of Twin Falls, )

On this 3<sup>rd</sup> day of November, 1966, personally appeared before me RALPH A. WATTS, one of the signers of the within instrument, who duly acknowledged to me that he executed the same.

  
NOTARY PUBLIC

Residence: Twin Falls, Idaho