



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

INTER-RACC, INC.

was filed in the office of the Secretary of State on the **thirteenth** day
of **June** A. D. One Thousand Nine Hundred **seventy-three** and
^{to be}
is/du^{ly} recorded on ~~Film~~^{Nonmicrofilm} 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 and
Sections 30-1001 to 30-1005, inclusive, 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
Boise, Idaho in the County of **Ada**
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **13th** day of **June**
A.D., 19 **73**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

INTER-RACC, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes and objectives hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 10 of Title 30, Idaho Code, and the acts amendatory thereof and supplemental thereto, do hereby associate ourselves together with such other persons as may associate themselves and their successors, for the purpose of incorporation, and do hereby certify as follows:

ARTICLE I.

The name of the corporation is INTER-RACC, INC.

ARTICLE II.

Without limiting the general powers of the corporation the purposes and objectives for which it is formed are as follows:

A. To form an association under Chapter 10 of Title 30, Idaho Code, for the purpose of initiating, sponsoring, promoting and carrying out plans, policies and activities which will tend to further the development, preservation, operation, maintenance and general welfare of the vehicle rental and leasing without drivers industry in the State of Idaho and for the companies and businesses engaged in said activities.

B. To engage in all lawful activities and operations usually and normally engaged in by a trade association, including without limiting the generality of the foregoing, any and all of the following:

(1) To promote sound public policy with respect to the industry hereinabove in Paragraph A described.

(2) To acquire, maintain and disseminate to members current and proposed legislative and regulatory information and

materials in order to permit and encourage the widest compliance with such laws and regulations and to keep the members alerted to all existing and proposed legislation and regulations affecting the industry hereinabove in Paragraph A described.

(3) To cooperate in safety movements for improvement of drivers, vehicles and highway driving conditions.

(4) To foster conditions that will preserve the highest degree of freedom of opportunity in the industry hereinabove in Paragraph A described.

ARTICLE III.

The corporation shall have general powers to do all acts as are necessary or convenient to achieve the purposes and objectives for which it is formed as set forth in these Articles of Incorporation to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation, and without limiting the nature of the general powers of the corporation it shall have full powers and authority to act as follows:

A. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessors, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal or mixed, and including shares of stock, bonds or securities of other corporations, and wherever situated.

B. To receive property by devise or bequest, subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust.

C. To borrow money and to contract debts; to issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured.

D. To enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation.

E. Generally to benefit all members of the corporation justly and fairly.

F. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the principal purposes of this corporation.

Paragraphs A through F of Article III of these Articles of Incorporation are to be construed and interpreted as specifying purposes and objectives as well as general powers and authority of the corporation, and it is hereby expressly provided that said specification of purposes and objectives as well as general powers and authority shall not be construed and interpreted to in any manner restrict or limit the lawful exercise or the full general powers and authority of the corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and more particularly Chapter 10 of Title 30, Idaho Code, and the acts amendatory thereof, supplemental thereto, and substituted therefor. The specification of purposes and objectives, as well as general powers and authority of the corporation as set forth in paragraphs A through F of Article III of these Articles of Incorporation shall not, except as otherwise expressly provided, be limited or restricted in any way by reference therein or by inference to be drawn from the provisions or terms of any other paragraph, subparagraph or clause of these Articles of Incorporation.

ARTICLE IV.

The rights and interest of all members shall be equal.

ARTICLE V.

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purposes and objectives of the corporation.

ARTICLE VI.

The corporation shall have perpetual existence.

ARTICLE VII.

The location and post office of the registered office of the corporation shall be Boise, County of Ada, State of Idaho.

ARTICLE VIII.

The corporation shall not issue any capital stock, but shall issue membership certificates or cards to each member hereof and to any new member under the terms and conditions as set forth in the By-Laws, which certificate shall entitle each member to exercise one vote on all matters upon which each member shall be required or permitted to vote. Any member of the association may cast his one vote by giving a proxy.

ARTICLE IX.

The names and post office addresses of the incorporators and the membership of each in the association are indicated as follows:

Jerry Petersen	465 25th Street Ogden, Utah 84401
Eugene Dunn	Box 631, East Route 2 Rapid City, South Dakota 57701
Warren Kitzman	116 West Front Street Missoula, Montana 59801
Dick Costello	200 Glen Garden Casper, Wyoming 82601
Michael Hillman	504 Front Street Boise, Idaho 83702
Don Bingham	1520 North Skyline Idaho Falls, Idaho 83401

ARTICLE X.

The private property of any member of the association shall not be subject to the payment of corporate debts to any extent whatsoever, and the membership certificates shall not

be subject to assessment for any purposes of paying expenses, conducting business or paying debts of the corporation.

ARTICLE XI.

The business of this corporation shall be managed and conducted by a Board of not less than three (3) nor more than nine (9) directors, who shall be elected in the manner specified in the By-Laws of the corporation.

ARTICLE XII.

The corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a two-thirds vote of the members present at any meeting duly called for that purpose; provided that a quorum, as specified in the By-Laws of this association or the laws of the State of Idaho, be present.

ARTICLE XIII.

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Director individually, or any firm of which any Director is a member may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the determining the existence of a quorum at any

meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of May, 1973.

Jerry H. Petersen

STATE OF UTAH }
County of Weber } ss.

On this 23rd. day of May, 1973, before me, the undersigned, a Notary Public in and for said state, personally appeared JERRY H. PETERSEN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he is a person over the age of twenty-one years and citizen of the United States of America.

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

Cindy L. Wicks
Notary Public for Utah
Residence: Ogden, Utah

ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of May, 1973.

Eugene H. Davis

Subscribed and sworn to before me this 23rd day of May, 1973.

John D. Rombough
Notary Public
My Commission Expires March 30, 1980

ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23rd day of May, 1973.

Warren Kitzman

STATE OF MONTANA)
County of Missoula)

On this 23rd day of May, 1973, before me, the undersigned, a Notary Public in and for said State, personally appeared WARREN KITZMAN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he was a person over the age of twenty-one years and a citizen of the United States of America.

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

Ruth Steins
Notary Public for Montana
Residence: Missoula, Montana

ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of May, 1973.

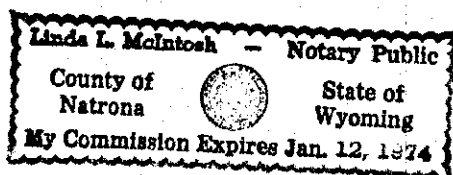
RJ Costello

STATE OF WYOMING

County of Natrona

On this 25th day of May, 1973, before me, the undersigned, a Notary Public in and for said STATE, personally appeared R. J. COSTELLO, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that they executed same, ~~XXXXXXXXXX~~ ~~XXXXXXXXXXXX~~, and that he is a person over the age of twenty-one years and a citizen of the United States of America.

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



Linda L. McIntosh

ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this FIRST day of June, 1973.

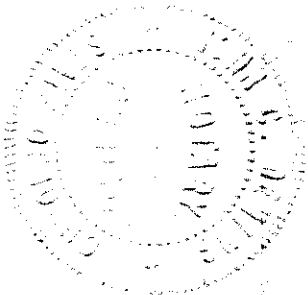
Michael Hillman

STATE OF IDAHO
county of Ada

On this 1ST day of June, 1973, before me, the undersigned, a Notary Public in and for said state, personally appeared Michael Hillman, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same, and that he was a person over the age of twenty-one years and a citizen of the United States of America.

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

John C. Deming
Notary Public for Idaho
Residence, Boise, Idaho



ARTICLE XIV.

All other provisions for conducting the business and affairs of the corporation, including the voting rights, other rights and privileges and liabilities of membership, shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of May, 1973.

Don H. Bingham

STATE OF IDAHO
County of Bonneville

On this 30th day of May, 1973, before me, the undersigned, a Notary Public in and for said State, Personally appeared DON H. BINGHAM known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

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

Larry Clark