



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

~~XXXXXXXXXXXXXXXXXXXX~~

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

BROWNS MOTORS, INC.

was filed in the office of the Secretary of State on the **Third** day
of **June** A.D. One Thousand Nine Hundred **Sixty-six**
will be **microfilm** and
duly recorded on Film No. 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
St. Anthony, in the County of **Prudent.**

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 **3rd** day of **June**,
A.D., 19 **66**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

BROWNING MOTORS, INC.

- - - - -

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America, and citizens and bona fide residents of the State of Idaho, of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST: The name of this corporation is

BROWNING MOTORS, INC.

SECOND: The nature of the business of the Corporation and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(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 buy and sell, manufacture and distribute, lease and otherwise deal in, at wholesale and retail, new and used automobiles, vehicles, trucks, tractors, trailers, mobile homes, farm machinery and farm equipment, implements, equipment, machinery, accessories, and parts, and to render services in connection with the same.

(c) To acquire, purchase, hold, own, vote, guarantee, sell, mortgage, pledge or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

(d) To transact the business of advertising both as principals and agents, promoting, and developing the business of corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal, or mixed, of corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazine, circulars, pamphlets, or other similar literature and advertising media,

(e) To engage in any commercial, industrial, and agricultural enterprises or other legitimate business calculated or designed to be profitable to this Corporation and in conformity with the laws of any State of the United States of America or any foreign country.

To generally engage in, do, and perform, any enterprise, or vocation that a natural person might or could do or perform; to engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agent for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(f) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description, whether now known or hereafter to be discovered.

(g) To purchase, acquire, develop, sell, lease, let, own and manage fair grounds, theaters, playhouses, gardens, opera houses, or other grounds, or places of exhibitions, contests, and amusements of every kind and nature.

(h) To establish, install, and maintain automatic vending and slot machines, designed to vend and distribute goods, wares, and merchandise, and any other commodity, specialty, and notion and to buy, sell, lease, rent, and operate such machines and the rights incident thereto of establishing and maintain such machines upon public or private property.

(i) To purchase, own, improve, equip, operate and manage farms and engage in any agricultural pursuit or undertaking.

(j) To buy, sell, receive, store, forward, and handle wheat, and other cereals, and products thereof, and also farm products of every description; also flour, feed, and millstuffs, salt, fuel, implements, machinery, binder twine, lumber, and building materials of all descriptions; buying, feeding, shipping, and selling of Livestock.

(k) To buy and otherwise acquire, to own and hold, manage, operate, improve, develop, and sell lands, mining claims, mineral rights, oil wells, and other real estate and interests and rights in and to any of the properties; to buy and sell oil and gas royalties of every kind and character; to rent and lease machinery of every kind and character.

(l) To engage generally in the motel-hotel business and related businesses;

To plan, design, and construct buildings for motel-hotel purposes and to buy, sell, and acquire the same; to operate, conduct, and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes;

To conduct and carry on the business of providing meals and goods for the general public, and buying and selling any

and all other things necessary or desirable in connection with the operation of a motel-hotel business;

To undertake and carry on any business transaction or operation commonly undertaken or carried on by motel-hotel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.

(m) To deal generally in money by negotiating loans or lending money, either with or without security or otherwise incur indebtedness without limit as to amount and to draw, make, accept, endorse, transfer, guarantee, execute and issue checks, notes, bonds, debentures, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable, whether secured or unsecured.

(n) To discount and rediscount bills of exchange, drafts, notes, bonds, securities, and choses in action of all kinds, both as principal and agent, to accept security for loans, liens, conditional sales of either real or personal property.

(o) To carry on the business of publishers, printers, and lithographers, stereotypers, electrotypers, photographic printers, bill and letterheads, cards, tags, labels, commercial, financial and law blanks, and forms of every description, instruments, railroad and other tickets, and other printed matter. To own, lease or operate radio and television stations.

(p) To acquire, own, hold and dispose of franchises, grants or concessions, or interests therein.

(q) To acquire, manage, work, develop, lease, mortgage, sell, dispose of and otherwise deal with properties of all kinds, both real and personal, including compromise and settlement of demands, accounts and claims of all kinds; to organize, finance, develop and improve business opportunities, partnerships and corporations.

(r) To appoint agents, salesman, representatives, and dealers.

(s) To conduct any legal and lawful business in this State and other states of the United States, District of Columbia, and in foreign countries and to have offices and places of business within this State, any other state or country and to acquire, purchase, receive by gifts, hold, lease, mortgage, dispose and convey any states of the United States, the District of Columbia, and foreign countries.

(t) To organize or cause to be organized, merge or reorganize and to promote and aid in any way permitted by law by organization, merger or reorganization of any concern, business, firm, association or corporation, of this State, any other state, or of any foreign nation; to acquire the assets and assume the liabilities of any person, firm, association or corporation; to pay for such assets in cash, stock of this company, bonds, or otherwise; to hold, manage or conduct in any lawful manner the whole or any part of any business so acquired.

(u) To do any act or thing necessary for the full enjoyment, exercise, and benefit of all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho and any future amendments thereto.

(v) To acquire, without impairing the capital structure of the Corporation, and to hold, pledge and reissue shares of this Corporation's capital stock, but that such stock so acquired shall not be entitled to vote nor to receive dividends so long as owned and held by this Corporation.

(w) To invent, purchase, acquire, and register, and to promote by appropriate business transactions, through sale, lease, assignment, pledge, license or otherwise, any patent, patent right, copyright, trademark, tradenames and to acquire, own, use or in any manner dispose of any and all labels, designs, brands, or other rights, improvements and processes and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indir-

ectly or indirectly deal with said patents, patent rights, copyrights, tradenames, and trade marks.

(x) 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 dependent purposes and powers, and the enumeration of specific purpose and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the Corporation; nor shall be expression of one thing be deemed to exclude another, although it be of like nature so expressed.

(y) To purchase, take or acquire in any lawful manner, own, hold, deal in, mortgage, lease, pledge, sell, assign, property, leaseholds, estates, rights in real property, any and every class of personal property or mixed property, and any franchise, patents, copyrights, trademarks, or interests therein, and any other rights, permits, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(z) To transact the business of investing on behalf of itself or others, any part or its capital and such additional funds common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(aa) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold, and otherwise deal in stocks, bonds, obligations, municipality, trusts, syndicates, partnerships, or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement, or enhancement of the value of such shares of stock, bonds, securities, or other obligations including the right to vote thereon.

THIRD: The existence of the Corporation is to be perpetual.

FOURTH: The location and post office address of the initial and present registered office of the Corporation shall be St. Anthony, Idaho, Idaho.

FIFTH: The amount of the authorized capital stock of this Corporation shall be Fifty-Thousand and no/100 - - - -
----- (\$ 50,000.00) divided into
50,000 shares of common stock of equal voting rights and of the par value of \$1.00 per share.

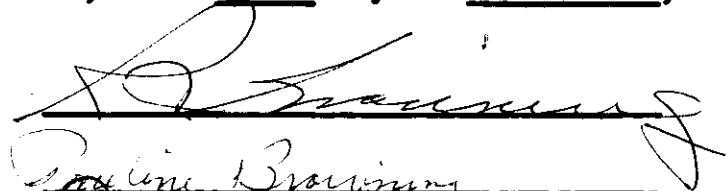
SIXTH: The name and post office address of each of the incorporators and the number of common shares for which each subscribed is as follows:

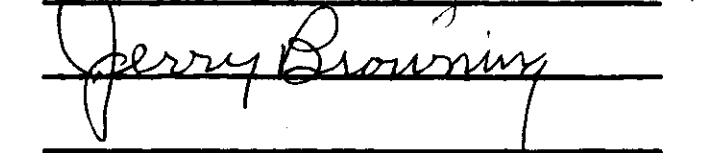
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF COMMON SHARES</u>
R. J. BROWNING	St. Anthony, Idaho	1
PAULINE BROWNING	St. Anthony, Idaho	1
JERRY BROWNING	St. Anthony, Idaho	1

SEVENTH: The management of this Corporation shall be vested in a Board of not less than three nor more than nine Directors as can be fixed by the By-Laws. Any meeting of the Shareholders or the Board of Directors may be held within or without the State of Idaho.

IN WITNESS WHEREOF, We, the undersigned, being all of the incorporators hereinabove named, do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

DATED in St. Anthony, Idaho, this 1st day of June, 1966.





STATE OF IDAHO)
) ss.
COUNTY OF FREMONT)

BE IT REMEMBERED that personally appeared before me, the undersigned, a Notary Public in and for said State aforesaid, R. J. BROWNING and PAULINE BROWNING, husband and wife, and JERRY BROWNING

all the incorporators who signed the foregoing Articles of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Articles of Incorporation, they did severally acknowledge the same to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office this 1st day of June, 1966.



Notary Public
Residing at St. Anthony, Idaho