

# State of Idaho

## Department of State

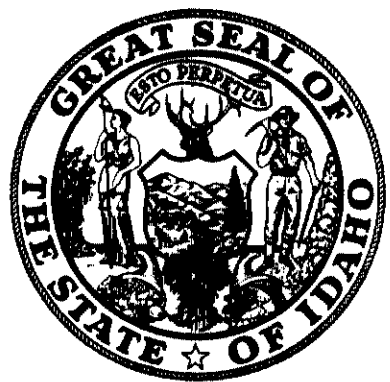
### CERTIFICATE OF INCORPORATION OF

GEM MOTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 14, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Cynthia M. [Signature]*  
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ARTICLES OF INCORPORATION  
OF  
GEM MOTORS, INC.

RECEIVED  
SEC. OF STATE

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME: The name of the Corporation is Gem Motors, Inc.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE AND POWERS: The purpose or purposes for which the corporation is organized are:

- (a) To engage in the business of used car sales.
- (b) To have all rights and powers normally ascribed to and incidental to said primary purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation, and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.
- (c) To have as its purpose the pursuit and development of any other business opportunities that relate to its primary purpose, as set forth above.
- (d) To engage in any other lawful activities permitted by the Idaho Business Corporation Act.

ARTICLE IV

**AUTHORIZED SHARES:** The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share.

ARTICLE V

**REGISTERED OFFICE AND AGENT:** The address of the Corporation's initial registration office is 2086 Addison Ave. E., Twin Falls, ID 83301, and the name of its initial registered agent at such address is Stephen A. Long.

ARTICLE VI

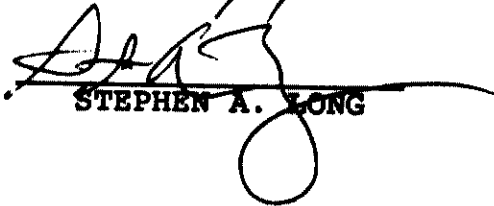
**DIRECTORS:** The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall quality are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen A. Long	2086 Addison Ave E., Twin Falls, Id 83301
Maureen E. Long	2086 Addison Ave E., Twin Falls, Id 83301

**INCORPORATORS:** The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen A. Long	2086 Addison Ave E., Twin Falls, Id 83301

DATED: 12/11/90, 1990.

  
STEPHEN A. LONG

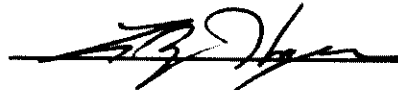
STATE OF IDAHO

County of TWIN FALLS

)  
) SS.  
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On this 11<sup>th</sup> day of DECEMBER, 1990, before me, a Notary Public for Idaho, personally appeared Stephen A. Long, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at:  
TWIN FALLS  
\_\_\_\_\_  
My commission expires  
11-10-91  
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