

**FILED EFFECTIVE**

2004 DEC 16 AM 9:22

STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**TRIPP HOLDINGS, INC.**

The undersigned, acting as an incorporator of **TRIPP HOLDINGS, INC.**, a corporation under the Idaho Business Incorporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST**: The name of the corporation is **TRIPP HOLDINGS, INC.**

**SECOND**: The period of its duration is perpetual.

**THIRD**: The purpose or purposes for which the corporation is organized are:

(A) To buy, sell, import, export, purchase or acquire motor vehicles.

(B) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business.

(C) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements of property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

IDAHO SECRETARY OF STATE  
12/16/2004 05:00  
CK: 7582 CT: 47868 BH: 781840  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

(D) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	10,000	0	0

**FIFTH:** Provisions denying preemptive rights are: NONE.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

**SEVENTH:** The address of the initial registered office of the corporation is 243 Woodridge Circle, Twin Falls, Idaho and the name of the initial registered agent at such address is Colby Tripp.

**EIGHTH:** The number of the directors constituting the initial board of directors of the corporation is two (2). This number may be changed by the Bylaws of the corporation, and the names and addresses of the persons who are to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Colby Tripp	243 Woodridge Circle, Twin Falls ID83301

**EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are there shall be no Board of Directors for the corporation. The Shareholders of the corporation shall serve as the managing or governing body of the corporation and shall be responsible for the regulation of the internal affairs of the corporation.

**NINTH:** The name and address of each incorporator is:

**NAME**

Colby Tripp

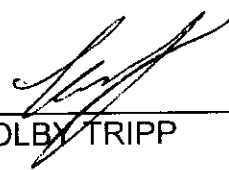
**ADDRESS**

243 Woodridge Circle, Twin Falls, ID 83301

**TENTH:** The name and address to which correspondence should be addressed is:

243 Woodridge Circle, Twin Falls, ID 83301

DATED This 13th day of December 2004.

  
COLBY TRIPP

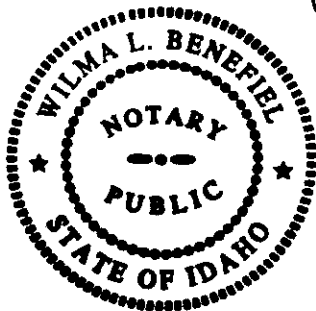
STATE OF IDAHO )

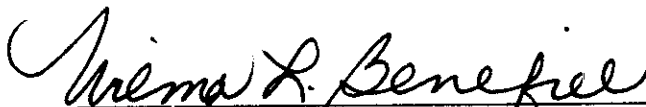
: ss

County of Twin Falls )

Wilma L. Benefiel

I, ~~Michael H. Felton~~, a notary public, do hereby certify that on this 13th day of December 2004, COLBY TRIPP, personally appeared before me, who, being by me first duly sworn, declared that he is the incorporators of TRIPP HOLDINGS, INC., that they signed the foregoing instrument as incorporators of the corporation, and that the statements therein contained are true.



  
Notary Public for State of Idaho  
Residing at Twin Falls, Idaho  
My Commission Expires: 02/06/2008