

# State of Idaho



## Department of State

### CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

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

**HANZEL CHEVROLET CO.**

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-fourth** day of **November**, 19 **64**, original articles of amendment, as provided by Sections **30-146** and **30-147**, **Idaho Code**, **adding new Section 2 to ARTICLE VI, Transferability of Stock**,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ <sup>will be</sup> recorded on ~~Finette~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **24th** day of **November**, A. D., 19 **64**.

Secretary of State

ARTICLES OF AMENDMENT

OF

HANZEL CHEVROLET CO.

We, the undersigned, President and Secretary respectively of Hanzel Chevrolet Co., hereby certify that a special meeting of the shareholders of said company was held on the 20<sup>th</sup> day of November, 1964.

The following Resolution, amending the Articles of Incorporation, was duly and regularly adopted, to-wit: Be it resolved that Article VI of the Articles of Incorporation of Hanzel Chevrolet Co., be amended by the addition of the following Section:

Section 2. Transferrability of Stock: No Stock of this corporation shall be issued or transferred to any person who is not a stockholder of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board, or at a special meeting called for that purpose, and every member who desires to sell his stock, and every member who for any reason shall cease to be a stockholder, his personal representatives, legatees, or assigns, shall be required, at the time of the taking of the next inventory, as hereinafter provided for, to offer in writing to the board of directors to sell the number of shares of the capital stock held by him to such person or persons as the board of directors shall designate by a resolution duly passed, at and for the same sum per share as is equaled by the quotient obtained by dividing the total net amount of said inventory by the number of shares then outstanding, and such member, his personal representatives, legatees, or assigns, shall immediately, upon the payment or tender to him, in cash, of such price per share, transfer and assign the shares of the stock held by him to such person or persons so designated by the board of directors. In the event, however, that the board of directors shall refuse or neglect to designate such person or persons at the next regular meeting after such offer is made, or in the event of the refusal or neglect of such person or persons to pay or tender to such member the price per share for each and every share held by such member, within sixty (60) days after such designation and the completion of said inventory, then such member, his personal representatives, legatees, or assigns, may hold the shares of stock or sell and transfer them to any person or persons, the shares to be held absolutely free from the conditions and restrictions contained therein.

All outstanding shares of the corporation are duly cast in favor of the Resolution.

IN WITNESS WHEREOF we have set our hands and affixed the seal of the corporation this 20<sup>th</sup> day of November, 1964.

Oliver Hanzel  
President

Mary Alyce Hanzel  
Secretary

STATE OF IDAHO        )  
                              ) ss.  
County of Minidoka )

On the 20<sup>th</sup> day of November, 1964, before me the undersigned Notary Public in and for the State of Idaho, personally appeared Oliver C. Hanzel and Mary Alyce Hanzel, known to me to be the President and Secretary respectively of Hanzel Chevrolet Co. and the persons whose names are subscribed to the foregoing Article of Amendment and acknowledged to me that said corporation executed the same and that all facts stated therein are true.

IN WITNESS WHEREOF I have set my hand and affixed my seal the day and year in this Certificate first above written.

(SEAL)

Sam R. Duff  
Notary Public  
Residing at Rupert, Idaho  
My Commission Expires: 9-1-68