

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

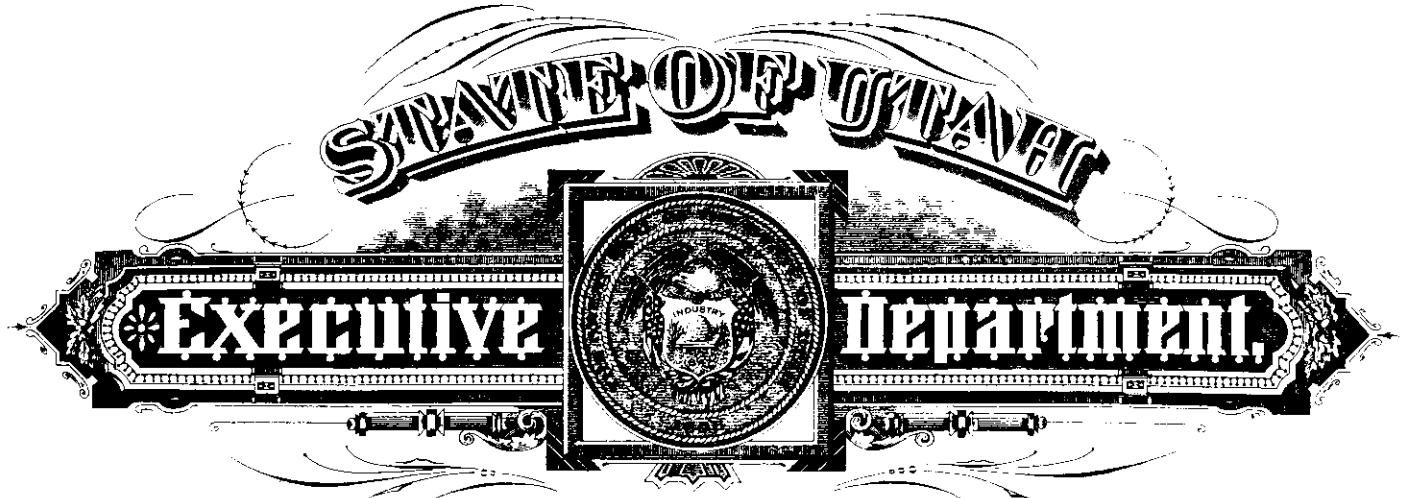
AMERICAN DRIVERS MARKETING ASSOCIATION

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **First** day of **April**, 19 **63** a properly authenticated copy of its articles of incorporation, and on the **First** day of **April**, 19 **63** a designation of **Orville H. Stimpson** in the County of **Minidoka** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **1st** day of **April**, **1963**,
A.D. 19 **63**

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT this is a full, true and correct copy of the
Articles of Incorporation of AMERICAN DRIVERS MARKETING ASSOCIATION

AS APPEARS of record IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND
AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH
AT SALT LAKE CITY, THIS FOURTEENTH DAY OF
FEBRUARY 19 63

Lamont F. Toronto
SECRETARY OF STATE
Kendall L. Cattell
DEPUTY



ARTICLES OF INCORPORATION

OF

AMERICAN DRIVERS MARKETING ASSOCIATION

40075

We, the undersigned, hereby associate ourselves for the purpose of forming a corporation under the Business Corporation Act of the State of Utah, and we hereby agree to and adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

The name of this corporation is American Drivers Marketing Association.

ARTICLE II

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The business of this corporation in general terms shall be to establish and maintain an association or club comprised of owners and operators of motor vehicles and to provide for certain services for the safety and convenience of its members. This corporation shall have all powers conferred upon corporations by the Business Corporation Act of the State of Utah.

ARTICLE IV

The total number of authorized shares of this corporation shall be 33,600, of the par value of \$1.00 per share. All of the shares of this corporation shall be common voting shares.

Any unissued shares of this corporation may be issued, allotted and sold from time to time in such amounts and for such consideration as may be lawfully determined by the Board of Directors, subject to the pre-emptive rights of the shareholders. The shares of this corporation shall be non-assessable.

ARTICLE V

Receipt of Consideration: The corporation will not commence conducting its business until consideration of the value at least \$1,000.00 has been received for the issuance of its shares.

ARTICLE VI

Registered Office and Agent: The initial Board of Directors of this corporation shall consist of three members. A quorum shall consist of two or more Directors. The number of Directors may be increased by amendment to the By-Laws of this corporation. Until the first annual meeting of the shareholders and until their successors are elected and qualified, the Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
David L. Murdock	1545 Green Street, Salt Lake City, Utah
Melvin Ray Gilbert	Lewiston, Utah
Wilbur W. Stirling	1140 Capistrano, Salt Lake City, Utah

ARTICLE VII

The Board of Directors shall enact By-Laws for the conduct, regulation and management of the affairs of the corporation, subject to the right of the stockholders at any general meeting or at a special meeting thereof called and held for that purpose, to alter, amend, revise or repeal the same.

ARTICLE VIII

The initial registered agent of this corporation shall be David L. Murdock, and the address of the initial registered office shall be 1545 Green Street, Salt Lake City, Utah.

ARTICLE IX

Directors' Contracts: No contract, act or transaction of this corporation with any person, firm, corporation, partnership or association shall be affected or invalidated by the fact that any Director of this corporation is a party to or interested in such contract, act or transaction or in any way connected with such persons, firms,

corporations, partnerships or associations, and each person who may become a Director of this corporation is hereby released from liability which might otherwise exist from contracting with this corporation for the benefit of himself or any firm, partnership, association, or corporation in which he may be in any wise interested.

ARTICLE X

Power to Sell Assets: In carrying on the business of the corporation, the Board of Directors is hereby authorized and empowered to sell, exchange, mortgage, bond or otherwise dispose of, deal with and encumber any and all of the real or personal property of this corporation upon such terms and conditions as the Board of Directors may deem just and proper and for the best interests of the corporation without prior authorization or subsequent confirmation by vote of the shareholders.

ARTICLE XI

Liability of Share-Holders: The private property of the shareholders shall not be liable or responsible for the debts or obligations of the corporation.

ARTICLE XII

These Articles of Incorporation may be amended in any respect conforming to law by a vote of the majority of the issued and outstanding common capital stock of the corporation upon proper notice, at any meeting of the shareholders, whether annual or special.

ARTICLE XIII

Names of Incorporators: The names and addresses of each incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
David L. Murdock	1545 Green Street, Salt Lake City, Utah
Melvin Ray Gilbert	Lewiston, Utah
Wilbur W. Stirling	1140 Capistrano, Salt Lake City, Utah

IN WITNESS WHEREOF, we have hereunto set our hands
this _____ day of November, 1962.

David L. Murdock
David L. Murdock

Melvin Ray Gilbert
Melvin Ray Gilbert

Wilbur W. Stirling
Wilbur W. Stirling

STATE OF UTAH :
: SS.
COUNTY OF SALT LAKE :

I, RULON W CLARK, a notary public hereby certify that on
the _____ day of November, 1962, personally appeared before me
DAVID L. MURDOCK, MELVIN RAY GILBERT and WILBUR W. STIRLING, who
being by me first duly sworn, severally declared that they are
the persons who signed the foregoing document as incorporators
and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this _____ day of November, 1962.

Notary Public
Residing at Salt Lake City, Utah

My Commission Expires:
