

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

GEM STATE AUTO SALES, INC.

was filed in the office of the Secretary of State on **February 23rd**, 1979

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 **Caldwell, Idaho** in the county of **Canyon**

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 **23rd**

day of **February**, A.D., 19 **79**

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

ARTICLES OF INCORPORATION

OF

GEM STATE AUTO SALES, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the GENERAL CORPORATION LAWS of the State of Idaho, and acts amending and supplementing said laws, and do hereby certify as follows:

ARTICLE I

The name of this corporation is GEM STATE AUTO SALES, INC.

ARTICLE II

The purposes for which this corporation is formed are:

(a) To buy, sell, hold, use, lease, repair, reconstruct and deal in or with motor vehicles and their parts and accessories, and all such property, goods, wares and merchandise as are incidental thereto.

(b) To purchase, lease and otherwise acquire, hold, operate, supervise, manage, mortgage, convey and otherwise dispose of, improve, develop, subdivide and control all kinds of property, both real and personal, both in the State of Idaho, and in all other states, territories and dependencies of the United States or any foreign country, to purchase the good will, business and all other property of any individual, firm, or corporation as a going concern and to assume all its debts, contracts and obligations providing said business is authorized by the powers herein conferred.

(c) To manage, supervise and operate any property, both real and personal, owned, leased, acquired or held by this corporation for any purpose; to own, acquire, build, construct and repair any buildings or other property for rental or business

1 purposes, to operate, handle and conduct the same as and for said
2 rental or business purpose.

3 (d) To sell, hold, use, lease and deal in franchises,
4 easements, licenses, privileges and rights of way; to purchase,
5 own, hold or hypothecate any patent right, privilege, trade mark
6 or secret process.

7 (e) To apply for, prosecute, obtain and/or transfer any
8 and all licenses, franchises or permits issued by the State of
9 Idaho or any other institution for the purpose of carrying on any
10 of the corporate purposes.

11 (f) To borrow money in the purchase or acquisition of
12 property, business, rights or franchises or for additional working
13 capital or for any other object in or about its business or affairs
14 and without limit as to amount; to incur debts and to raise,
15 borrow and secure the payment of money in any lawful manner includ-
16 ing the issue and sale or other disposition of bonds, warrants,
17 debentures, obligations, negotiable and transferable instruments
18 and evidence of indebtedness of all kinds, whether secured by
19 mortgage, pledge, deed of trust or otherwise.

20 (g) To enter into, make and perform and carry out con-
21 tracts of every sort and kind with any person, firm, association,
22 or corporation, municipality, body politic, country, territory,
23 state, government or colony or dependency thereof, and without
24 limit as to amount; to draw, make, accept, endorse, discount,
25 execute and issue promissory notes, drafts, bills of exchange,
26 warrants, bonds, debentures, and other negotiable or transferable
27 instruments or evidence of indebtedness, whether secured by mort-
28 gage or otherwise, so far as may be permitted by the laws of the
29 State of Idaho.

30 (h) To endorse, guarantee and secure the payment and
31 satisfaction of the bonds, coupons, mortgages, deeds of trust,
32 debentures, securities, obligations, evidences of indebtedness

1 and shares of capital stock of other corporations, and also to
2 guarantee the payment or satisfaction of the dividends on shares
3 of the capital stock of other corporations, as far as and to the
4 extent that the same may be permissible by the laws relating to
5 domestic corporations of the State of Idaho.

6 (i) To purchase, sell, acquire or otherwise become in-
7 terested in any stock, bonds, mortgages, debentures, notes, commer-
8 cial paper, subscription warrants, voting trust certificates and
9 other securities, choses in action, evidences of indebtedness or
10 other obligations of any nature, whether of domestic or foreign
11 corporations, associations, firms, syndicates or individuals, by
12 purchase, investment, underwriting, by original subscription, par-
13 ticipation in syndicates with others or otherwise, and irrespective
14 of whether or not such securities are fully paid or subject to
15 further payment, either with a view to investment or for resale
16 or for any other legal and lawful purpose.

17 (j) To organize or cause to be organized under the laws
18 of the State of Idaho, or any other state, district, territory,
19 province, government or foreign country, a corporation or corpora-
20 tions for the purpose of accomplishing any or all of the objects
21 for which this corporation is organized and to dissolve, wind up,
22 liquidate, merge or consolidate any such corporation or corporations
23 or to cause the same to be dissolved, wound up, liquidated, merged
24 or consolidated.

25 (k) To do each and all things herein set forth to the
26 same extent and as fully as natural persons might do or could do
27 in the State of Idaho, or in any other state, country or place.

28 (l) In general, but in connection with the foregoing,
29 said corporation shall have and exercise all the powers conferred
30 by the laws of the State of Idaho upon business corporation, it
31 being hereby expressly provided that the foregoing enumeration of
32 specific powers shall not be held to limit or restrict in any

1 manner such general powers.

2 (m) In general, to carry on any other lawful business
3 whatsoever in connection with the foregoing purposes and also to
4 offer, furnish and administer credit life, health and accident
5 insurance in connection with the consumer contract in connection
6 with any sale made by the corporation.

7 ARTICLE III

8 The period of existence and duration of the life of this
9 corporation shall be perpetual.

10 ARTICLE IV

11 The location and post office address of the registered
12 office of this corporation in the State of Idaho, shall be P.O.
13 Box 1295, Caldwell, Idaho 83605, and the street address is
14 4621 East Cleveland Blvd., Caldwell, Idaho 83605. The registered
15 agent is J. D. Scott.

16 ARTICLE V

17 There shall be only one class of stock, and it shall be
18 designated as common stock. The shares of stock shall not be
19 issued until payment in full has been received, and such stock
20 shall be non-assessable stock, and the shareholders shall not be
21 liable for the debts, obligations and liabilities of the corpora-
22 tion. Each share of stock shall have voting rights as now or
23 hereafter granted by the laws of the State of Idaho relating to
24 corporations.

25 The amount of the total authorized capital stock of this
26 corporation is 250 shares with a par value of \$100.00 each, and
27 which shall be all of the same class. Such stock may be issued
28 from time to time without action by the stockholders, for such
29 consideration as may be fixed from time to time by the Board of
30 Directors, and shares so issued, the full consideration for which
31 has been paid or delivered, shall be deemed full paid stock and
32

the holder of such shares shall not be liable for any further payment thereon.

ARTICLE VI

The names and post office addresses of each of the incorporators of this corporation and the number of shares of stock subscribed for by each are as follows:

Name	Post Office Address	Shares
J. D. Scott	1510 Monte Vista Dr. Caldwell, Idaho 83605	60
Lyle Gunderson	Route 3 Caldwell, Idaho 83605	60
Charles H. Hardy	Route 2 Caldwell, ID 83605	60

Each of the said incorporators are of full age and citizens of the United States of America. The initial directors shall consist of J. D. SCOTT, LYLE GUNDERSON, and CHARLES H. HARDY.

ARTICLE VII

The corporation shall be managed by a Board of Directors which shall be governed by the By-Laws of the Corporation. The Board of Directors shall be at least three, and such additional number of directors as may be determined from time to time by the By-Laws of the corporation. The Board of Directors of the corporation is hereby vested with the power to adopt, repeal, and amend the By-Laws of the corporation by a majority vote of the Directors. Meetings of directors and shareholders of the corporation shall be in accordance with the provisions of the By-Laws of the corporation.

ARTICLE VIII

Amendment of these articles shall be accomplished only as now or hereafter prescribed by law relating to amendment of Articles of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation, this 16 day of February, 1979.

RETTIG & ROSENBERY
Attorneys at Law
1024 Belmont St. - P.O. Box 729
Caldwell, Idaho
459-1541

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J. D. SCOTT

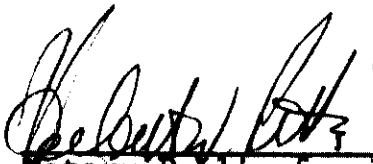

LYLE GUNDERSON


CHARLES H. HARDY

STATE OF IDAHO }
County of Canyon } ss

On this 16th day of February, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared J. D. SCOTT, LYLE GUNDERSON, and CHARLES H. HARDY, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written


Notary Public for Idaho
Residing at Caldwell, Idaho

(SEAL)