



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

TAYLOR CHEVROLET CO.

was filed in the office of the Secretary of State on the **twenty-ninth** day of **December** A.D., One Thousand Nine Hundred **seventytwo** and **will be** duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, 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 **Rexburg, Idaho** in the County of **Madison**

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 **29th** day of **December**, A.D., 19 **72**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk.

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SECRETARY OF
~~STATE~~ ARTICLES OF INCORPORATION

of

TAYLOR CHEVROLET CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and

WE CERTIFY:

FIRST

That the name of this corporation is

TAYLOR CHEVROLET CO.

SECOND

That the nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz:

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the state of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(b) To operate an automobile agency dealing in new and used automobiles, motor trucks, trailers, recreational vehicles, and accessories; to buy, acquire, exchange, trade, lease, and sell, at retail or wholesale, all makes and models of motor vehicles, other vehicles, and accessories.

(c) To obtain and operate under, one or more franchises or dealer contracts, including, but not limited to retail dealing in new Chevrolet automobiles and motor trucks, and Buick, Oldsmobile, and Opel automobiles.

(d) To operate one or more shops or garages for repair and servicing of all makes and models of automobiles, trucks and other motor vehicles, trailers, recreational vehicles, and all parts and accessories thereto.

(e) To finance sales and other transactions of the corporation.

(f) To invest in all types and kinds of investments.

(g) To purchase, or in anywise acquire, for investment or for sale, or for operation or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real or personal property of any kind or nature, or any interest therein; and to manage, improve develop and turn to account any land or contracts for purchase or sale of lands acquired by the corporation, or in which the corporation is interested.

(h) To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION Of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

(a) To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

(b) To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, state or the federal government.

(c) To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

(d) To purchase or otherwise acquire, lease, assign,

mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and foreign countries.

THIRD

That the existence of this corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be in Rexburg, Madison County, Idaho.

FIFTH

That the total authorized capital of this corporation shall be \$25,000.00, divided into 1,000 shares with a par value of \$25.00 per share. All stock shall be common stock and when fully paid shall be non-assessable and not subject to call. Each share of stock shall be entitled to one vote.

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of three shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Robert M. Taylor	67 College Avenue Rexburg, Idaho 83440	One	\$25.00
Barbara Wilcox	222 East Second North Rexburg, Idaho 83440	One	\$25.00
Kathleen Waite	P. O. Box 37 Sugar City, Idaho 83448	One	\$25.00

SEVENTH

That the management of this corporation shall be vested in a board of not less than one nor more than five directors as may be fixed by the by-laws. Provided, as provided by law, there shall be at least three directors unless there are fewer than three shareholders. The directors shall be elected at the

annual meeting of the stockholders, to be held at the general office of the corporation in said Rexburg, Idaho, unless at a different place designated by the board of directors, at a time in each year, to be designated by the by-laws, and until such election, the directors of said corporation shall be: Gerald L. Taylor, President; Robert M. Taylor, Secretary-Treasurer; and Barbara Wilcox, Director.

EIGHTH

The by-laws of this corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 28th day of December, 1972.

Robert M. Taylor
Robert M. Taylor

Barbara Wilcox
Barbara Wilcox

Kathleen Waite
Kathleen Waite

STATE OF IDAHO,)
 ss
County of Madison.)

On this 28th day of December, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT M. TAYLOR, BARBARA WILCOX, and KATHLEEN WAITE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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

Lynda Hamberlin
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 11-15-75