



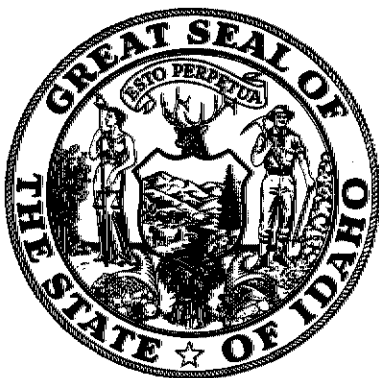
**CERTIFICATE OF INCORPORATION  
OF**

**LATHAM CHRYSLER-PLYMOUTH-DODGE, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *April 28, 1986*



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE

LATHAM CHRYSLER-PLYMOUTH-DODGE, INC.

86 APR 28 AM 10 20

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is LATHAM CHRYSLER-PLYMOUTH-DODGE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or 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 1,000 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 909 3rd Street South, Nampa, Idaho 83651, and the name of its initial registered agent at such address is M. Scott Osterhout.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

Robert A. Latham

304 7th Avenue North  
Twin Falls, Idaho 83301

M. Scott Osterhout

2139 Concordia Way  
Twin Falls, Idaho 83301

SEVENTH: The name and address of each  
incorporator is:

NAME

ADDRESS



Robert A. Latham

304 7th Avenue North  
Twin Falls, Idaho 83301

M. Scott Osterhout

2139 Concordia Way  
Twin Falls, Idaho 83301

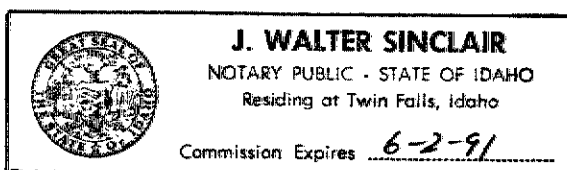
DATED this \_\_\_\_\_ day of April, 1986.

  
Robert A. Latham  
  
M. Scott Osterhout

Incorporators

STATE OF IDAHO )  
County of Twin Falls ) ss.

I, J. Walter Sinclair, a Notary Public, do hereby certify that on this 25th day of April, 1986, personally appeared before me, ROBERT A. LATHAM and M. SCOTT OSTERHOUT, 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.



  
NOTARY PUBLIC  
My Commission Expires 6-2-91