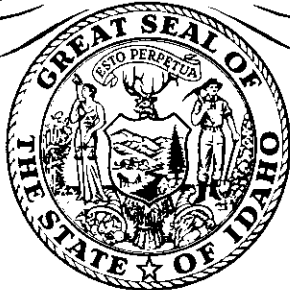


State of Idaho



Department of State.

CERTIFICATE 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 original of the articles of incorporation of

D & S FORD SALES, INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **September,** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **125** 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 **Jerome** in the County of **Jerome.**

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 **27th** day of **September**, A.D., 19 **63**

Secretary of State.

ARTICLES OF INCORPORATION

OF

D & S FORD SALES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be "D & S Ford Sales, Inc."

ARTICLE II

The corporation's purposes are:

- A. To acquire, hold and to operate a business for the purchase, sale, service and repair of motor vehicles, both new and used.
- B. To engage in any business related or unrelated and in conjunction with, or otherwise, to any of those described in Clause A of this Article and from time to time authorized by the Board of Directors of this corporation.
- C. To act as a partner or a joint venture in any transaction.
- D. To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description, and any and all interest therein.
- E. To borrow money, to issue bonds, debentures, notes and other obligations of the corporation from time to time, for

any of the objects of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of its property to secure payment thereof.

F. To enter into and perform contracts and agreements of every kind for any lawful purpose with any person, firm, corporation, municipality or government, or any subdivision or department thereof.

G. To do any and all such other acts, things, and businesses in any manner connected with, or necessary, incidental, convenient or auxiliary to any of the objects or purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on of its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers which a natural person could do or exercise, and which now, or hereafter, may be authorized by law.

H. The several clauses contained in this statement of powers and purposes shall be construed as both powers and purposes, as well as objects, and the statements contained shall be in nowise limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent herewith are included.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of its registered

office in this State shall be Jerome, Jerome County, Idaho.

ARTICLE V

The total number of shares which the corporation is authorized to issue is 500 shares. The aggregate par value of said shares is \$50,000.00 and the par value of each share is \$100.00. Shares of stock in this corporation shall not be transferred or sold until said sale shall have been approved by the Board of Directors, and the By-Laws of this corporation shall provide the method for such approval. Stock of this corporation, after the amount of the subscription price thereof, or par value, has been paid, shall not be subject to assessments, and no paid up stock and no stock issued as fully paid, shall be ever assessable or assessed.

The voting power of said stock shall be at the rate of one vote for each share.

ARTICLE VI

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

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Charles DeAtley	Yellowstone Dr., Jerome, Idaho	60
William J. Spaeth	810 East Ave. C, Jerome, Idaho	60
Dena DeAtley	Yellowstone Dr., Jerome, Idaho	60
Ruth Spaeth	810 East Ave. C, Jerome, Idaho	60

ARTICLE VII

The number, qualifications, terms of office, manner of election and powers and duties of directors shall be fixed and may be changed from time to time as may be provided in the By-Laws. The persons hereinbefore named as incorporators shall act in the capacity of Directors until their successors are elected and qualify.

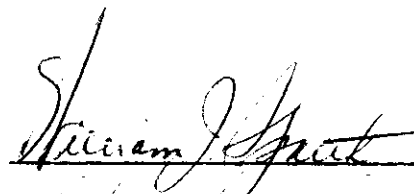
ARTICLE VIII


The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors.

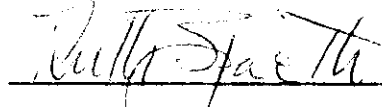
ARTICLE IX

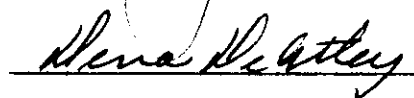
No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands this 26th day of September, 1963.





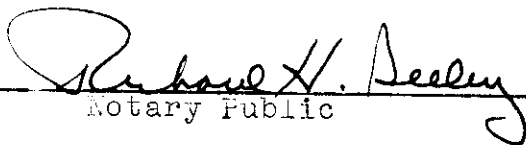




STATE OF IDAHO)
) ss.
County of Jerome)

On this 26th day of September, 1963, before me, the undersigned, a Notary Public in and for said State, personally appeared Charles DeAtley, William J. Spaeth, Dena DeAtley and Ruth Spaeth, 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 seal the day and year in this certificate first written.



Notary Public