

State of Idaho

Department of State

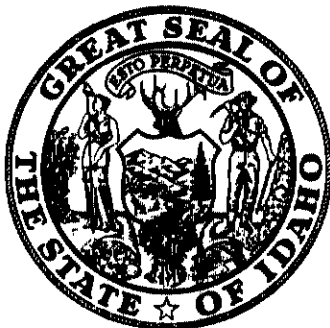
CERTIFICATE OF INCORPORATION OF

SATURN OF IDAHO, 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: January 29, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

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SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
SATURN OF IDAHO, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is SATURN OF IDAHO, INC. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

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**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Chandler, Dillion & Allyn, Chartered, 325 W. Idaho St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the Initial Directors are:

NAME	ADDRESS
James E. Chalfant	345 Nampa/Caldwell Boulevard Nampa, Idaho 83651
David Edmark	345 Nampa/Caldwell Boulevard Nampa, Idaho 83651

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME

Lee B. Dillion

ADDRESS

325 West Idaho Street
Boise, Idaho 83702-6040

SIGNATURE OF INCORPORATOR

Dated: January 20, 1993



Lee B. Dillion

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SECRETARY OF STATE



January 26, 1993

State of Idaho
Idaho Transportation Department
P.O. Box 7129
Boise, ID 83707-1129

RE: Saturn of Idaho, Inc.

Gentlemen:

We understand our Retailer candidate, James Chalfant, proposes to form a Idaho Corporation using the name "Saturn of Idaho, Inc." for the purpose of sale, service, lease, storage and repair of motor vehicles.

Providing that all terms in the Letter of Intent are met, Saturn Distribution Corporation (SDC) expects to enter into a Dealer Agreement with a corporate entity proposed by our candidate. Therefore, we hereby grant permission to James Chalfant to use the name "Saturn of Idaho, Inc." for the purposes contemplated by the anticipated Dealer Agreement.

Very truly yours,

SATURN CORPORATION

By 