



**CERTIFICATE OF INCORPORATION
OF**

ALLAN MARSH AUTO SALES & RENTAL, 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 _____

ALLAN MARSH AUTO SALES & RENTAL, INC.

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 3, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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OF

~~SECRETARY~~ ALLAN MARSH AUTO SALES & RENTAL, INC.
STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation is ALLAN MARSH AUTO SALES & RENTAL, INC.

ARTICLE II

The objects and purposes for which this corporation is formed and the powers of such corporation are as follows:

1. To enter into the business of marketing and renting new and used automobiles and related accessories at wholesale and retail.
2. To own and hold real and personal property and to rent or lease the same.
3. To do any and all things necessary, reasonable, proper, convenient or incident to carrying out the purposes for which this corporation is formed.
4. To borrow money and to pledge, mortgage or hypothecate corporation property, or in any way or manner secure the payment

of the same.

5. To conduct business in this state or any other state, District of Columbia, territories and colonies of the United States and foreign countries or territories, and to maintain one or more places of business outside of this state, and to receive, purchase, hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to this corporation.

6. To acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible, or of any business, and to assume the liabilities of any person, firm, association, corporation or other business organization and pay for said good will, property rights, and assets in cash and the stock of this company, its bonds, its debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired.

7. To conduct in any lawful manner the whole or any part of any business so acquired and to exercise all of the powers necessary and expedient in and about the conduct and management of such business or businesses, directly or indirectly related to the purposes and objects of this corporation, or though not so connected, to preserve or protect the assets of this corporation.

8. To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue, shares of its own capital stock, but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

9. To have, exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I.C., including any future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

10. To do all things which a natural person might do, it being expressly provided that the aforesaid enumeration of purposes shall not be construed to be limitations upon the powers and purposes of this corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation is 3120 Chinden Blvd., Boise, Idaho 83714, and the registered agent of the corporation at that address is Allan F. Marsh.

ARTICLE V

The capital stock of this corporation shall be the sum of \$5,000.00, divided into 5,000 shares of common stock, each having a par value of \$1.00 per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same rights in such corporation and shall be non-assessable when paid in full.

ARTICLE VI

The names and post office addresses of the incorporators and organizers, who have named themselves as the directors to serve until the first election of directors of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allan F. Marsh	3120 Chinden Blvd. Boise, Idaho 83714
Gayle Hagler	3120 Chinden Blvd. Boise, Idaho 83714

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set our names, hands and seals this ____ day of January, 1985.

Allan F. Marsh
Allan F. Marsh

Gayle Hagler
Gayle Hagler

STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of January, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared ALLAN F. MARSH and GAYLE HAGLER, 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 affixed my official seal the day and year in this certificate first above written.

Charmaine Warner
Notary Public for Idaho
Residing at Boise, Idaho