

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

2007 JUL 27 PM 3:30

TOTAL DEALER SOURCE, INC.

IDAHO SECRETARY OF STATE
07/27/2007 05:00
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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be TOTAL DEALER SOURCE, INC.

ARTICLE II

DURATION OF CORPORATION

The duration of the corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The purposes for which the corporation is organized are to carry on any lawful business for which corporations may be organized under the Idaho Business Corporation Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares this corporation shall have the authority to issue shall be 1,000 shares of non-assessable common stock having a par value of \$1.00.

ARTICLE V

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased from time to time by resolution of the directors, but the number of directors shall not be less than one (1) nor more than seven (7). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Once elected, the directors may be removed by a vote of the voting shareholders with or without cause. The names and addresses of the persons who are to serve as the initial directors are:

MARK R. AKKERMANN
229 S. PHILLIPPI, #211
BOISE, IDAHO 83705

JASON M. ROCKNE
7255 E. HAMPSHIRE LANE
NAMPA, IDAHO 83687

C174265

ARTICLE VI NO PREEMPTIVE RIGHTS

The owners of shares of voting and nonvoting common stock of the corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VII NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

ARTICLE IX AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE X LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for their conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner

approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XII

TRANSACTIONS WITH INTERESTED PARTIES

The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by such director, officer or shareholder through any such contract or transaction.

Directors, officers or shareholders of the corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest; or, in the alternative, directors, officers, and shareholders of the corporation shall notify the shareholders of the corporation of the nature of their adverse interest prior to the time at which such contract is entered into or business is transacted. A general notice that a director, officer, or shareholder of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors or shareholders have actual knowledge of the adverse interest.

ARTICLE XIII

REGISTERED OFFICE

The name and address of the registered agent of the corporation are:

KATHLEEN A. ROCKNE
6803 HOLIDAY DRIVE
BOISE, IDAHO 83709

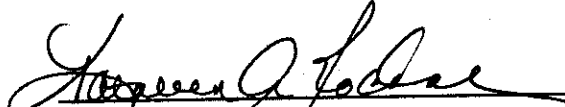
ARTICLE XIV

INCORPORATOR

The name and address of the incorporator are as follows:

KATHLEEN A. ROCKNE
6803 HOLIDAY DRIVE
BOISE, IDAHO 83709

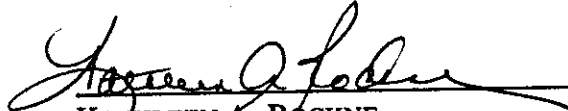
IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 2007.


KATHLEEN A. ROCKNE, INCORPORATOR

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, KATHLEEN A. ROCKNE, hereby consent to serve as Registered Agent in the state of Idaho for the above named corporation, to accept Service of Process in behalf of the corporation, to forward license renewals and other mail to the corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the registered office address.

DATED effective the 27th day of July, 2007.


KATHLEEN A. ROCKNE