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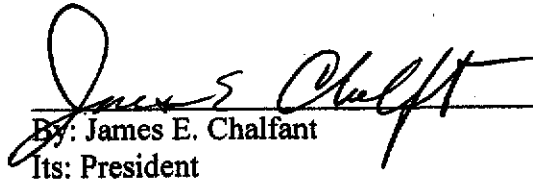
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**ARTICLES OF DISSOLUTION OF  
SATURN OF IDAHO, INC.**

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the corporation is Saturn of Idaho, Inc. (the "**Corporation**").
2. Dissolution of the Corporation was authorized by the Shareholders of the Corporation on December 29, 2009.
3. Dissolution of the Corporation was unanimously approved by the Shareholders of the Corporation in accordance with Idaho Code § 30-1-402 and the Company's Articles of Incorporation.

SATURN OF IDAHO, INC.

  
By: James E. Chalfant  
Its: President

SATURN OF IDAHO, INC.  
ARTICLES OF DISSOLUTION

IDAHO SECRETARY OF STATE  
12/29/2009 05:00  
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**UNANIMOUS CONSENT OF THE DIRECTORS OF**

**SATURN OF IDAHO, INC.**

As authorized by I.C. § 30-1-821, the undersigned, being all of the Directors of SATURN OF IDAHO, INC., an Idaho corporation (the "Corporation"), consent to the adoption of the following Resolutions and to the taking of such actions in lieu of a special meeting for the purpose of directing the affairs of the Corporation.

**RECOMMENDATION OF DISSOLUTION**

The Directors of the Corporation declare the adoption of the following Resolution:

WHEREAS, the Directors of the Corporation propose to dissolve the Corporation, discharge its liabilities, and distribute the remaining property to the shareholders of the Corporation;

RESOLVED, that the Directors of the Corporation recommend that the Shareholders of the Corporation approve the dissolution of the Corporation as proposed.

**RATIFICATION AND APPROVAL OF PAST ACTIONS**

The Directors of the Corporation declare the adoption of the following Resolution:


RESOLVED, that all acts, business transactions, contracts, agreements and matters pertaining to the business and financial records and affairs of the Corporation previously performed, or under agreement to be performed, by the officers in the name and on behalf of the Corporation are ratified, adopted, and approved.

**EFFECTIVE DATE OF ACTION**

The effective date of these actions is December 29, 2009.

DIRECTORS:

  
James E. Chalfant

  
Gayle E. Chalfant

**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF**

**SATURN OF IDAHO, INC.**

As authorized by I.C. § 30-1-704, the undersigned, being all of the Shareholders of SATURN OF IDAHO, INC., an Idaho corporation (the "**Corporation**"), consent to the adoption of the following Resolutions and to the taking of such actions in lieu of a special meeting for the purpose of directing the affairs of the Corporation.

**DISSOLUTION**

The Shareholders of the Corporation declare the adoption of the following Resolution:

WHEREAS, the Directors of the Corporation have proposed that the Corporation be dissolved, its liabilities discharged, and its remaining property distributed to the Shareholders of the Corporation;

WHEREAS, the Directors of the Corporation have recommended that the Shareholders of the Corporation approve the proposal of dissolution;

RESOLVED, the dissolution of the Corporation is hereby approved;

RESOLVED, that the Officers and Directors of the Corporation are authorized to take all acts, sign all agreements, file articles of dissolution, and to do anything else that, in each case, is necessary or desirable to carry out the dissolution of the Corporation.

**RATIFICATION AND APPROVAL OF PAST ACTIONS**

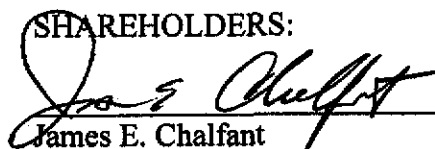
The Shareholders of the Corporation declare the adoption of the following Resolution:

RESOLVED, that all acts, business transactions, contracts, agreements and matters pertaining to the business and financial records and affairs of the Corporation previously performed, or under agreement to be performed, by the Board of Directors in the name and on behalf of the Corporation are ratified, adopted, and approved.

**EFFECTIVE DATE OF ACTION**

The effective date of these actions is December 29, 2009.

SHAREHOLDERS:

  
James E. Chalfant

  
Gayle E. Chalfant

## INSTRUMENT OF TRANSFER

Saturn of Idaho, Inc., an Idaho corporation (the "**Company**") and James E. Chalfant, an individual, and Gayle E. Chalfant, an individual (James E. Chalfant and Gayle E. Chalfant together, the "**Shareholders**") agree as follows:

### ARTICLE 1 BACKGROUND

**1.1 Dissolution of the Company.** The Company's directors and shareholders have approved the dissolution of the Company and the liquidation and distribution of its property.

**1.2 Transfer to Shareholders.** This Instrument of Transfer transfers all of the Company's interest in any kind of property to the Shareholders, who are listed as joint holders of record of all outstanding shares of the Company's stock.

### ARTICLE 2 TRANSFER

**2.1 Listed Property.** The Company hereby transfers to the Shareholders, and the Shareholders hereby accept, the Company's interest in the property listed on Exhibit A.

**2.2 Unlisted Assets.** The Company hereby transfers to the Shareholders, and the Shareholders hereby accept, the Company's interest in any property not listed on Exhibit A, including without limitation any right of any sort to receive monetary payment, any rights under any insurance policy, any payments under any insurance policy, any rights under a lease for personal property, and any furniture, fixture, or equipment.

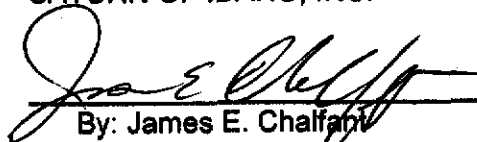
**2.3 Limitation of Liability.** In accordance with Idaho Code Sections 30-1-1406 and 30-1-1407, the Shareholders total liability for any claims brought against the Company after its dissolution is limited to total amount of assets distributed to the Shareholders under this Instrument of Transfer.

**2.4 Further Assurances.** Each of the Company and the Shareholders, and in the case of the Company, its officers and directors, shall take or cause to be taken all further acts that are necessary or desirable to effect the purposes of this Instrument of Transfer.

### ARTICLE 3 SIGNATURES

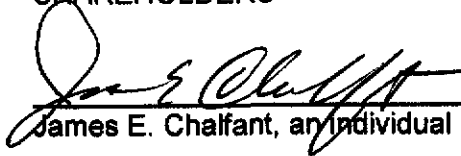
SATURN OF IDAHO, INC.

Dated: December 29, 2009


  
By: James E. Chalfant  
Its: President

SHAREHOLDERS

Dated: December 29, 2009

  
James E. Chalfant, an individual

Dated: December 29, 2009

  
Gayle E Chalfant, an individual