



Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

O. & A. - JOHNSONS, INCORPORATED

was filed in the office of the Secretary of State on the 15th day
of December A.D. One Thousand Nine Hundred Fifty-eight
and
duly recorded on Film No. 105 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
Rexburg in the County of Madison

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 15th day of December,
A.D., 19 58.

Secretary of State.

ARTICLES OF INCORPORATION

(OF

C. & A. - JOHNSONS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens and residents of the State of Idaho, and of full age, have this day voluntarily associated ourselves together for the purpose of organizing a corporation under the provisions of the laws of the State of Idaho, and do hereby make, publish, sign and acknowledge this certificate and do hereby certify and declare:

ARTICLE I
Corporate Name

The corporate name of this corporation by which it shall be known and under which it shall be transacting business is C. & A. - Johnsons, Incorporated.

ARTICLE II
Purpose

The object and purpose for which this corporation is formed is and shall be to buy, sell, transfer, encumber and otherwise deal in new and used automobiles and real estate, and to sell insurance of all kinds and nature.

This corporation shall have authority to sue and be sued, appear, complaint and defend in any court of law or equity, or before any board, commission or tribunal;

To have and use a corporation seal which may be altered at pleasure;

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or less, real and personal property; to dispose of, sell, lease assign, transfer, mortgage and/or convey any rights, privileges, titles, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guaranty, hold, mortgage, own, vote, sell pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.

To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation;

To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock;

To issue shares and admit shareholders, and to do each and everything necessary, suitable or proper for the accomplishment of any of the above specified purposes or the attainment of any one or more of the objects herein enumerated or conducive to or expedient for the interest or benefit of this corporation and to contract accordingly and in addition to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which this corporation is organized or to the activities in which it is engaged, and in addition any other rights, powers and privileges granted by the laws of the State of Idaho and to do any such things anywhere.

ARTICLE III Place of Business

The principal place of business of this corporation will be in the City of Nampa, County of Madison, State of Idaho, and the principal office of the corporation shall be at the said city, county and state.

ARTICLE IV Duration

The term of the existence of the corporation shall not be limited and it shall exist perpetually from the date of filing the certificate of corporation in the office of the Secretary of State of the State of Idaho.

ARTICLE V Capital Stock

The total authorized stock of this corporation shall be divided into 2,500 shares, all of which shall be without nominal or par value, and all shares shall be classed as common stock and the voting power of each share shall be equal.

ARTICLE VI Price of Stock

The price at which such shares without nominal or par value are to sold shall be fixed by the board of directors without action of the stockholders.

ARTICLE VII
Assets

The assets of the corporation shall consist of the real, personal and mixed property of the shareholders named in Article III herein, which will be conveyed from the said shareholders to the corporation upon its existence being certified, and the said shareholders shall receive shares of the total authorized capital stock in proportion to and in consideration of their property transferred to the corporation.

ARTICLE VIII
Directors

The management of the affairs of the corporation shall be vested in a board of three directors, who must be shareholders, and the names and addresses of the directors who shall manage the corporation for the first year and until successors shall be elected and qualified are:

Owen J. Johnson	Lexburg, Idaho
Alvin L. Johnson	Lexburg, Idaho
Resi Johnson	Lexburg, Idaho

ARTICLE IX
Shareholders

The names of each of the incorporators and shareholders and the number of shares of the common stock subscribed by each are as follows:

Owen J. Johnson	1 share
Paulah Johnson	1 share
Alvin L. Johnson	1 share
Resi Johnson	1 share

ARTICLE X
By-Laws

This corporation shall have the power to make and from time to time amend by-laws and other rules and regulations such as it may deem proper for the management, control and operation of the business affairs and property of the corporation including the employment of all officers, agents and employees.

IN WITNESS WHEREOF we have hereunto set our hands this 29th day of
November, 1958.

Owen J. Johnson
Owen J. Johnson

Beulah Johnson
Beulah Johnson

Alvin L. Johnson
Alvin L. Johnson

Resi Johnson
Resi Johnson

STATE OF IDAHO)
County of Madison) S

I, the undersigned, a Notary Public in and for said state, do hereby
certify that on this 29th day of November, 1958, before me, personally
appeared Owen J. Johnson, Beulah Johnson, Alvin L. Johnson and Resi Johnson,
known to me to be the persons whose names are subscribed to the foregoing
instrument and each separately acknowledged that he executed the same as
his free act and deed for the use and purposes therein set forth.

In witness whereof, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above written.

William B. Kennedy
Notary Public for Idaho.
Residing at Rexburg, Idaho.

Commission expires 2/13/62