

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

JIM CUSICK MOTORS, INC.

was filed in the office of the Secretary of State on the **Third** day
of **April**, A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **123** 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
Lewiston in the County of **Nez Perce**

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 **3rd** day of **April**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
JIM CUSICK MOTORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, J. J. CUSICK, RUSSELL S. RANDALL and JOHN H. BENGTON, each being a natural person of full age and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

JIM CUSICK MOTORS, INC.

SECOND

That the purposes and objects for which said corporation is formed are as follows:

(a) To engage in the business of purchasing, acquiring, owning, selling, leasing, transferring, encumbering and generally dealing in all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by motor vehicles.

(b) To engage in the business of servicing, repairing, and renovating all types of new and used automobiles, trucks, and other motor vehicles and any and all parts or accessories used in connection therewith.

(c) To render services in connection with the storage of automobiles, and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil, and other petroleum products, automobile accessories, and equipment.

(d) To construct, acquire, operate, hire, lease, mortgage, sell, or otherwise dispose of such real property and personal property as may be necessary or incidental to the carrying on of the business of the corporation.

(e) To purchase, lease, or otherwise acquire in whole or in part, the business, assets, good will, rights, franchises and property of every kind and to take over the whole or any part of such assets and/or liabilities of any firm, person, association or corporation engaged in or having authority to engage in the same general type of business authorized to be conducted by this corporation, or owning property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash or in the stocks and bonds of this corporation, or otherwise; and to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.

(f) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell assign, transfer or otherwise dispose of shares of capital stock of this corporation.

(g) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.

(h) To borrow money for the purposes of this corporation and to issue bonds, notes or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation or by mortgage of real or personal property, executed in trust or otherwise.

(i) To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho referring especially to Section 30-114 Idaho Code.

(j) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes.

The foregoing clauses, by reason of the specific enumeration of these powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the location and post office address of the registered office of this corporation in the State of Idaho and its principal place of business shall be at Lewiston, Nez Perce County, State of Idaho.

FIFTH

That the capital stock of this corporation shall consist of TWENTY-FIVE THOUSAND (25,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share and an aggregate par value of TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00); each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being common stock; and each share of stock shall be entitled to one vote in all matters wherein the share holders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

The capital stock of this corporation shall not be transferred on the books of the corporation to any person or persons not a stock holder of this corporation without the written consent of all of the stockholders unless such capital stock shall be first offered for sale to the corporation first and then, in the event not so purchased by the corporation, to each of the other common stock holders of this corporation on a pro rata basis secondly at a price and upon such terms as can be obtained from third party. The By-laws of this corporation shall prescribe the rules and regulations as to the formalities and procedures to be followed in effecting the transfer of common stock to any one other than a common stock holder of this corporation.

SIXTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceeding paragraph subscribed to be each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
J. J. Cusick	Portland, Oregon	1
Russell S. Randall	Lewiston, Idaho	1
John H. Bengtson	Lewiston, Idaho	1

SEVENTH

That the right and power to adopt, repeal, alter, rescind and amend the By-laws of this corporation and to adopt new By-laws is hereby expressly conferred upon the Board of Directors of this Corporation as provided in Section 20-132 (7) Idaho Code.

WITNESS our hands this 1st day of April, 1963.

J. J. Cusick
J. J. CUSICK

Russell S. Randall
RUSSELL S. RANDALL

John H. Bengtson
JOHN H. BENGTSON

STATE OF I D A H O)
) SS
County of Nez Perce)

On this 1st day of April, 1963, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared J. J. CUSICK, RUSSELL S. RANDALL and JOHN H. BENGTSON, known to me to be the persons whose names are subscribed to the foregoing 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 hereinabove first written.

John H. Bengtson
Notary Public in and for the State of
Idaho. Residing at Lewiston, therein.