

# State of Idaho



## 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

**BOB NELSON FORD, INC.**

was filed in the office of the Secretary of State on the **30th** day  
of **January** A.D. One Thousand Nine Hundred **Fifty-eight** and  
duly recorded on Film No. **101** 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

**Wallace** in the County of **Shoshone**

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 **30th** day of **January**,  
A.D., 19**58**.

Secretary of State.

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENT:

That, we the undersigned citizens of the United States of America each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign and acknowledge and file the said Articles of Incorporation as follows:

### I.

That the name and style of said corporation shall be as follows:  
BOB NELSON FORD, Inc.

### II.

That the location and post office address of said corporation shall be as follows: 806 Bank Street, Wallace, Idaho.

### III.

The purpose for which said corporation is incorporated is to enter into the general automobile business and real estate business and for businesses which are relative to those purposes herein above set out.

### IV.

The corporation shall purchase or otherwise acquire, own, hold, lease sell, exchange, assign, transfer, mortgage, hypothecate or in anywise dispose of, and to invest, trade and deal in all forms and types of automobiles and real estate.

### V.

The corporation may enter into any kind of contract or agreement, cooperative or profit sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such person or persons for their services and as the directors may deem fit and proper.

### VI.

The corporation may build houses, or other buildings of every kind, character or description, and either for sale or for lease, and upon contract, mortgage or otherwise; and to lay out,

subdivide and plat tracts of land and to sell the same; and to improve all of the lands so purchased and to oil, grade and improve the street, alleys and parks so constructed and to do all other matters and things appertaining to such business.

VII.

The corporation may purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchise and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purpose, and may pay for the same in cash, in stock of the company, 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 conduct of such business.

VIII.

The corporation may lend money and may negotiate and make loans, either on its own account or as a broker.

IX.

This corporation may borrow, issue bonds, debentures, notes or other obligations of this corporation from time to time, for any of the objects and purposes of this corporation, and to mortgage, pledge, hypothecate and/or convey in trust, any or all of its property to secure the payment thereof.

X.

This corporation may discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for other money due them on notes, checks, drafts, bills of exchange, and other evidences of indebtedness.

XI.

The corporation may enter, into, make, perform and carry out contracts of every kind and for any lawful purpose, with limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any of their subdivisions.

XII.

XII.

This corporation may engage in and conduct any and all kinds of manufacturing businesses which are in line with the purposes for which this corporation was incorporated.

XIII.

The corporation may do any and all such other acts, things business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinabove enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes or for the purpose of attaining or furthering any of its business to do any and all acts and things, and to exercise any and all other powers, which a natural person could do or exercise, and which now or hereafter may be authorized by law to do.

XIV.

The corporation, along with the purposes hereinabove set forth shall be authorized and empowered to sell boats, motors for boats, and such other items which shall be used in their operation.

XV.

That the county in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located is SHOSHONE COUNTY, Idaho.

XVI.

The term and existence of this corporation shall be perpetual.

XVII.

This corporation is hereby incorporated for the sum of \$75,000.00 and the stock shall be divided into 750 shares of the par value of \$100.00 per share.

XVIII.

The number of said directors for the corporation shall be five in number.

XIX.

The amount of capitol stock subscribed for is as follows:

LELAND C. JOHNSON	- - - - -	359 Shares
ZONA M. JOHNSON	- - - - -	1 Share
ROBERT D. NELSON	- - - - -	49 Shares
ALICE L. NELSON	- - - - -	1 Share

XX.

The corporate powers of this corporation shall be vested in the Board of Directors, which shall consist of five members, but the number of the Board of Directors may be changed from time to time as desired by the Board of Directors.

XXI.

The by-laws of this corporation may be amended by a majority vote of the members hereof at a meeting duly called for that purpose or they may be amended by a majority vote of the Baord of Directors at a meeting duly called for that purpose.

XXII.

The names of the incorporators are as follows:

Leland C. Johnson	Bellflower, Calif
Zona M. Johnson	Bellflower, Calif
Robert D. Nelson	Wallace, Idaho
Alice L. Nelson	Wallace, Idaho

XXIII.

A director or officer of the chrporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser or otherwise, and, in the absence of actual fraud, no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer of any firm of which any director of officer is a shareholder, officer of director, or in anyway interested in such transaction or contract.

IN WITNESS WHEREOF, We have hereunto set our hands and seals on this 27 day of January, 1958.

Leland C. Johnson  
Zona M. Johnson  
Robert D. Nelson  
Alice L. Nelson

STATE OF IDAHO                     )  
County of Shoshone            ) ss.

ON this 27 day of January, 1958, before me a Notary Public in and for the State of Idaho, personally appeared Leland E. Johnson, Zona M. Johnson, Robert D. Nelson & Alice L. Nelson, known to me to be the individuals who executed the within and foregoing instrument and acknowledged that they did so as their free and voluntary act and deed for the purposes herein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year in this certificate first above written.

James B. Payne  
Notary Public for the State of  
Idaho, Residing at Wallace.