

Department of State.

CERTIFICATE OF INCORPORATION

I, IRA H. MASTERS, 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

THEISEN MOTORS, INC.

was filed in the office of the Secretary of State on the 20th day of July A.D. One Thousand Nine Hundred Fifty-three and duly recorded on Film No. 81 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

fifty (50) years from the date hereof, with its registered office in this State located at Twin Falls in the County of Twin Falls

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

20th day of July,

A.D., 19 53.

Secretary of State.

ARTICLES OF INCORPORATION
OF
THEISEN MOTORS, Inc.

-0-

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, J. C. Theisen, Betty L. Theisen and Edward L. Benoit, each residents of the State of Idaho and residing in the City and County of Twin Falls, Idaho, each and all citizens of the United States of America, of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end, do hereby adopt and execute the following articles of incorporation, and do hereby certify and declare:

I.

That the name of said corporation is and shall be THEISEN MOTORS, Inc.

II.

That said corporation is formed for the following purposes:

a. To engage in the business of buying and selling motor vehicles of all kinds and descriptions and all equipment, supplies and parts of all kinds and descriptions incidental thereto; and to deal in all kinds of merchandise generally used in connection with such business; to operate and maintain a repair and paint business of all types of motor vehicles.

b. To receive, acquire, hold, purchase, dispose of, convey mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, 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.

c. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.

d. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.

e. To 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 hereinbefore 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.

f. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

III.

That the location and post office address of the registered office of the corporation shall be Twin Falls, Twin Falls County, State of Idaho.

IV.

That the term for which this corporation shall exist shall be the period of fifty (50) years.

V.

That the amount of the authorized stock of said corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of common stock at the par value of One Hundred Dollars (\$100.00) each.

VI.

That the names and post office address of each of the incorporators and the number of shares subscribed by each is as follows:

NAME	ADDRESS	NUMBER OF SHARES
J. C. Theisen	Twin Falls, Idaho	One Hundred one
Betty L. Theisen	Twin Falls, Idaho	Ninety-eight
Edward L. Benoit	Twin Falls, Idaho	One

VII.

The business of the corporation shall be managed by a board of directors, composed of three shareholders.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals, this 15th day of July, 1953.

J. C. Theisen
Betty L. Theisen
Edward L. Benoit

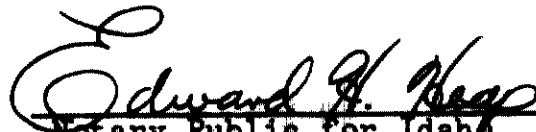
STATE OF IDAHO

COUNTY OF TWIN FALLS

} ss.

On this 15th day of July, 1953, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared J. C. THEISEN and EDWARD L. BENOIT, known to me to be the persons whose names are subscribed to the within and 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 in this certificate first above written.


Notary Public for Idaho
Residing at Twin Falls, Idaho


STATE OF KANSAS

COUNTY OF BARTON

} ss.

On this 17th day of July, 1953, before me, the undersigned, a Notary Public in and for the State of Kansas, personally appeared BETTY L. THEISEN, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same.

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


Notary Public for Kansas
Residing at Great Bend, Kansas