

FILED EFFECTIVE  
JUL 23 2004 8:04  
CLERK OF STATE  
IDAHO

ARTICLES OF INCORPORATION  
OF  
TAYLOR RIGBY CHEVROLET, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is Taylor Rigby Chevrolet, Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 819 South Yellowstone Hwy, Rexburg, Idaho 83440. The name of the corporation's initial registered agent at such address is David Taylor.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more directors. The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| <u>Name</u>   | <u>Address</u>                               |
|---------------|--|
| Gerald Taylor | P.O. Box 70<br>Rexburg, Idaho 83440          |
| David Taylor  | 1000 Larch Drive<br>Rexburg, Idaho 83440     |
| Mike Taylor   | 496 East 520 South<br>Smithfield, Utah 84335 |

ARTICLE 5. Incorporator. The name and address of the incorporator are:

| <u>Name</u>   | <u>Address</u>                      |
|---------------|-------------------------------------|
| Gerald Taylor | P.O. Box 70<br>Rexburg, Idaho 83440 |

IDAHO SECRETARY OF STATE  
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ARTICLE 6. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

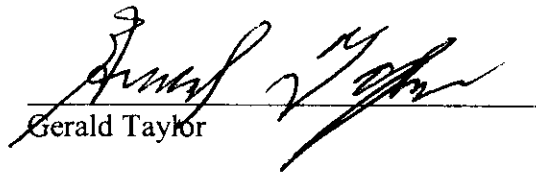
- (i) The amount of a financial benefit received by a director to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or the shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

ARTICLE 7. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he is not entitled,
- (ii) An intentional infliction of harm on the corporation or its shareholders,
- (iii) A violation of section 30-1-833, Idaho Code, or
- (iv) An intentional violation of criminal law.

DATED this 20<sup>th</sup> day of July, 2004.

INCORPORATOR

  
Gerald Taylor