

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LEE PONTIAC & GMC, INC.

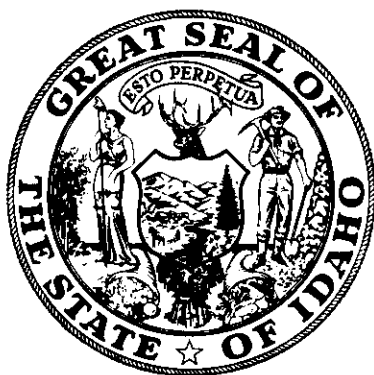
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LEE PONTIAC & GMC, INC.,

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated September 26, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

LEE PONTIAC & GMC, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, and under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the Corporation shall be "LEE PONTIAC & GMC, INC.".

ARTICLE II.

The corporation's purposes are:

(a) To purchase, lease or otherwise acquire, and to sell, trade or otherwise deal in all manner of motor vehicles, both new and used, and motor vehicle parts, accessories and replacements; to acquire and otherwise deal in franchises therefor; and to acquire, hold and operate a business or businesses of retail sale, service and repair of motor vehicles, parts and accessories.

(b) To conduct and carry on the business of manufacturing, designing, constructing, owning, buying, selling, leasing, hiring, storing, dealing and servicing in, with and with respect to articles and property of all kind.

(c) To purchase, or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, and to invest, trade and deal in and with real and personal property of every kind and description, and any and all interests therein.

(d) To engage in any business related or unrelated and in conjunction with, or otherwise, to any of the purposes described in Clauses (a), (b) and (c) of this article and from time to time authorized by the Board of Directors of this corporation.

(e) To borrow money, to issue bonds, debentures, notes, and other obligations of the corporation from time to time, for any of the objects of the corporation, and to mortgage, pledge, hypothecate and/or convey in trust any or all of the property to secure payment thereof.

(f) To act as a partner or a joint venturer in any transaction.

(g) To enter into and perform contracts and agreements of every kind for any lawful purpose with any person, firm, corporation, municipality or government or any subdivision or department thereof.

(h) To do any and all such other acts, things, and businesses in any manner connected with, or necessary, incidental, convenient, or auxiliary to any of the objects or purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interests of the corporation; and in carrying on of its purposes, or for the purposes 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.

(i) To exercise all authority conferred upon corporations by Section 30-114, of the Idaho Code, as amended, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it and in general to deal and trade in its own stock.

(j) The several clauses contained in this statement of powers and purposes shall be construed as both powers and purposes, as well as objects, and the statements contained shall be in noway 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 or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, and it is hereby expressly declared that all other lawful powers not inconsistent therewith are included.

ARTICLE III.

The corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of its registered office in this State shall be 136 South Lincoln, Jerome, Idaho 83338. The registered agent at that address is Terry S. Lee.

ARTICLE V.

The total number of shares which the corporation is authorized to issue is 1,000 shares, all of one class, designated as common stock. The aggregate par value of said shares is \$100,000.00 and the par value of each shall be and is \$100.00.

ARTICLE VI

The names and post office addresses of the incorporators and the number and shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
TERRY S. LEE	218 12th East Jerome, Idaho 83338	1
PATRICIA A. LEE	218 12th East Jerome, Idaho 83338	1
JAMES R. LEE	1915 North Davis Jerome, Idaho 83338	1
MARISELA LEE	1915 North Davis Jerome, Idaho 83338	1

The voting power of the stock of the corporation shall be at the rate of one vote for each share.

ARTICLE VIII.

The number, qualifications, terms of office, manner of election and powers and duties of directors shall be fixed and may be changed from time to time as may be provided in the by-laws. The persons hereinbefore named as incorporators shall act in the capacity of directors until their successors are elected and qualify.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

ARTICLE X.

These Articles of Incorporation may be amended or altered in any manner as provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands this _____ day of September, 1980.


TERRY S. LEE


PATRICIA A. LEE


JAMES R. LEE

Marisela Lee
MARISELA LEE

STATE OF IDAHO)
 : ss.
County of Jerome)

On this 25th day of September, 1980, before me, a Notary Public, in and for said State of Idaho, personally appeared TERRY S. LEE, PATRICIA A. LEE, JAMES R. LEE and MARISELA LEE, known to me to be the persons whose names are subscribed to the within 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 first above written.

Richard H. Beckley
NOTARY PUBLIC FOR IDAHO
Residing at: Jerome, Idaho