

ARTICLES OF INCORPORATION
OF
LITHIA OF POCATELLO, INC.

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STATE OF IDAHO
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1. **Name.** The name of the corporation is Lithia of Pocatello, Inc.
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be 5,000, all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is 101 S Capitol Blvd., 10th Floor, Boise, Idaho 83702, and its registered agent at that address is Idaho Service Company.
4. **Voting Entitlement of Shares.**
 - (1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.
 - (2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.
 - (3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.
 - (4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Sidney B. DeBoer	360 E. Jackson Street Medford, Oregon 97501-5825

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M. L. Dick Heimann

360 E. Jackson Street
Medford, Oregon 97501-5825

R. Brad Gray

360 E. Jackson Street
Medford, Oregon 97501-5825

6. Corporate Purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including, without limitation, the sale of insurance.

7. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

8. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty 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 § 30-1-833, Idaho Code, or (iv) an intentional violation of criminal law.

9. Incorporator. The name of the incorporator is Mark A. Ellison, and the incorporator's address is P. O. Box 829, Boise, Idaho 83701.

In witness whereof, I have subscribed these Articles of Incorporation this 13th day of October, 2000.

Mark A. Ellison
Mark A. Ellison, Incorporator