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**ARTICLES OF INCORPORATION**

(General Business)

Title 30, Chapters 21 and 29, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.**FILED**

2017 DEC 27 PM 2: 08

SECRETARY OF STATE  
STATE OF IDAHO

☐ This general business corporation is a **benefit corporation**.  
(Check if applicable pursuant to Title 30, Chapter 20, Idaho Code)

**Article 1:** The name of the corporation shall be:

Rogers Motors Holding Company, Inc.

**Article 2:** The number of shares the corporation is authorized to issue: 10,000**Article 3:** Registered agent name and address:

Richard Rogers

2203 16th Avenue, Lewiston, ID 83501

(Name)

(Address)

**Article 4:** Incorporator name and address:

Michael W. Fletcher

888 SW 5th Avenue, Suite 1600, Portland, OR 97204

(Name)

(Address)

**Article 5:** The mailing address of the corporation shall be:

TT Administrative Services, LLC, 888 SW 5th Avenue, Suite 1600, Portland, OR 97204

(Address)

**Optional Articles** (director names and addresses, for example):

Articles 6 and 7 are attached.

Signature of at least one incorporator:

Printed Name: Michael W. FletcherSignature: Michael W. Fletcher

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Revised 08/2015

Secretary of State use only

IDAHO SECRETARY OF STATE

12/27/2017 05:00

CK:15984100 CT:172099 BH:1618284

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## ARTICLES OF INCORPORATION

### ARTICLE 6.

6A. The corporation may indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation) by reason of the fact that the person is or was an officer, director, employee, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, manager, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another limited liability corporation, corporation, partnership, joint venture, trust, or other enterprise. Any indemnification provided pursuant to this Article 6 will not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these Articles of Incorporation, the corporation's Bylaws, other agreement, statute, policy of insurance, vote of shareholders or the board, or otherwise.

6B. To the fullest extent permitted by law, no officer or director of the corporation will be personally liable to the corporation or its shareholders for monetary damages for conduct as an officer or director. Without limiting the generality of the preceding, if the Idaho Business Corporation Act is amended after this Article 6 becomes effective to authorize action further eliminating or limiting the personal liability of officers or directors of the corporation, then the liability of the officers or directors of the corporation will be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended.

6C. No amendment or repeal of this Article 6 or of these Articles of Incorporation will adversely affect any right or protection that is based upon this Article 6 and pertains to conduct that occurred before the amendment, repeal, adoption, or change. No change in the law will reduce or eliminate the rights and protections set forth in this Article 6 unless the change in the law specifically requires such reduction or elimination.

### ARTICLE 7.

7. These Articles of Incorporation will be effective on January 1, 2018.