

FILED EFFECTIVE

08 MAY 13 PM 3:47

SECRETARY OF STATE
STATE OF IDAHO

**STATEMENT OF MERGER
OF
SUNDANCE DODGE, INC. AND CAPITOL MOTORS, INC.**

Pursuant to the Section 30-18-205 of the Idaho Entity Transactions Act, SUNDANCE DODGE, INC., an Idaho corporation, and CAPITOL MOTORS, INC., an Idaho corporation, adopt the following Statement of Merger for the purpose of merging the two corporations. The surviving corporation shall be SUNDANCE DODGE, INC. (the "Surviving Corporation"). The ownership of the two corporations is identical.

**I.
MERGING ENTITIES**

A. **Non-Surviving Entity:** Capitol Motors, Inc., an Idaho Corporation, is a merging entity and is not the surviving entity, and shall cease to exist at the time of this merger pursuant to Section 30-18-206(1)(b) of the Idaho Entities Transaction Act.

B. **Surviving Entity:** Sundance Dodge, Inc., an Idaho Corporation, is a merging entity and shall be the Surviving Corporation.

**II.
EFFECTIVE DATE**

This Statement of Merger shall become effective upon filing with the Office of the Idaho Secretary of State.

**III.
APPROVALS**

The merger affected by this Statement of Merger was duly authorized and approved by the merging entities, as required by the Idaho Entities Transaction Act.

**IV.
NO AMENDMENT TO PUBLIC ORGANIC DOCUMENTS**

The Surviving Corporation is an existing Idaho corporation. The public organic documents of the Surviving Corporation are not amended as part of the plan of merger.

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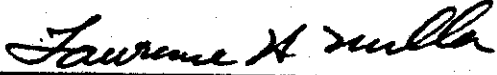
DATED effective this 15th day of May, 2008.

SUNDANCE DODGE, INC.



Lawrence H. Miller, Secretary

CAPITOL MOTORS, INC.



Lawrence H. Miller, Secretary