



CERTIFICATE OF INCORPORATION  
OF

NORTHERN AUTO SALES, INC.

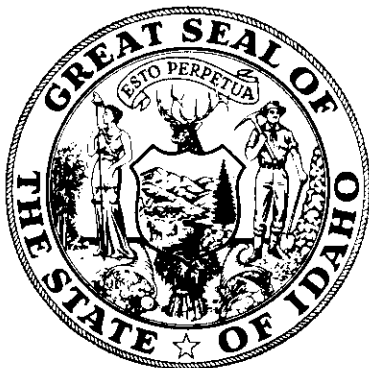
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

NORTHERN AUTO SALES, 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: April 8, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

APR 6 8 44 AM '81  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
NORTHERN AUTO SALES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all bona fide citizens of the United States of America, over the age of eighteen years, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that end execute the following ARTICLES OF INCORPORATION, and we hereby set forth and declare as follows:

I

That the name of this corporation is, and shall be, NORTHERN AUTO SALES, INC. The registered office shall be 505 N. 5th Ave., Pocatello, Bannock County, Idaho, 83201, and the registered agent shall be James R. Figg with the same address as the registered office.

II

This corporation shall have perpetual existence.

III

That the principal place of business and office of this corporation shall be 505 North 5th Avenue, Bannock County, Pocatello, Idaho, and that other offices for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside of the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws shall provide.

#### IV

The purposes for which this corporation is formed are as follows:

(a) To institute, enter into, assist, conduct perform, carry on, or participate in every kind of commercial mercantile, enterprise, business or work, contract, undertaking, venture or operation, and, without limiting the generality of the foregoing, to manufacture, purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and with goods, wares, and merchandise or the aforesaid transactions by taking the purchaser's notes, either secured or unsecured, by chattel mortgages or by holding or acquiring conditional sales contracts to finance the sales of this corporation or any other corporation similarly situated.

(b) To buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade and dispose of real and personal property.

(c) To invest the capital of the company for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the company.

(d) Subject to the provisions of law, the company may purchase or otherwise acquire, hold, and re-issue the shares of its capital stock.

(e) To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for same in cash, stock, bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business assets and liabilities of any person, firm association or corporation.

(f) In the purchase or acquisition of property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or otherwise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(h) In general, but in connection with the foregoing, the company may carry on any other business and have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the law of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

(i) To buy, sell, hire, lease, import, export, deal in, operate, or otherwise use, at any place or places, motor vehicles of any kind, including, but not limited to automobiles and trucks, of any and every kind and description and any future improvements or developments of the same.

(j) To manufacture, assemble, repair, purchase, exhibit, demonstrate, sell, let and deal in automobiles, motor trucks, trailers, motorcycles, motor boats, aircraft and all kinds of vehicles, machines, and contrivances for the transfer, carriage or transportation of goods, passengers, or mails, whether propelled by gas, electricity, steam, or other power, motor engines, chassis, bodies, tires, lighting and starting systems, and all parts, accessories, and supplies for motor vehicles, boats and aircraft of all kinds.

## V

The corporate powers, business and property of the company shall be exercised, conducted and controlled by a board of directors, who shall be elected by the stockholders in accordance with the By-Laws, and who shall have the power to repeal, amend and adopt new by-laws of and for the company, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho.

The Board of Directors shall consist of Joe M. Taylor, President, and James R. Figg, Vice-President, with the same address as set forth in Paragraph VIII of the Articles, and G. D. Woodhall, Secretary-Treasurer, with the address of T & W Chevrolet, P. O. Box 8899, Missoula, Montana, 59801.

VI

That the amount of the authorized capital stock of this corporation shall be ONE THOUSAND DOLLARS (\$1,000.00) divided into One Thousand Shares of the par value of One Dollar (\$1.00) per share.

VII

That the amount of said capital stock, i.e., One Thousand Shares, shall be non-assessable, all common, one class, non-voting shares.

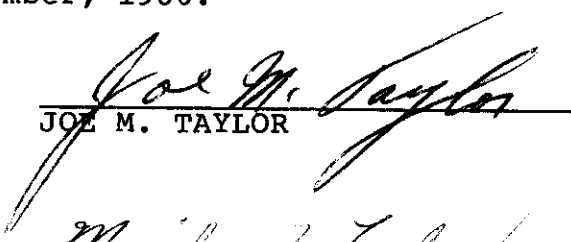
VIII


That the amount of said capital stock that has been actually subscribed is one thousand (1,000) shares, and the names and addresses of the persons who have subscribed therefor, and the number of shares subscribed by each, are as follows:

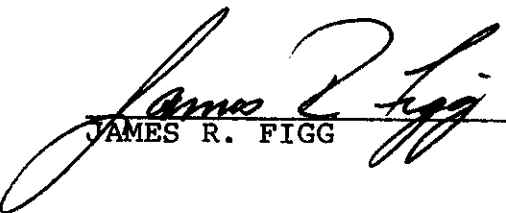
| <u>Name</u>                      | <u>Address</u>                      | <u>No. Shares</u> |
|----------------------------------|-------------------------------------|-------------------|
| Joe M. Taylor<br>Marilyn Taylor  | P. O. Box 9047<br>Missoula, Montana | 500               |
| James R. Figg<br>Darlene M. Figg | 50 Colgate<br>Pocatello, Idaho      | 500               |


That the foregoing named incorporators are all persons of full age, and fully competent, and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of <sup>April</sup> ~~September~~, 1981.

  
JOE M. TAYLOR (SEAL)

  
MARILYN TAYLOR (SEAL)

  
JAMES R. FIGG (SEAL)

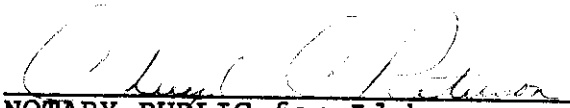
  
DARLENE M. FIGG (SEAL)

STATE OF IDAHO            )  
                                  : ss  
COUNTY OF BANNOCK        )

On this 7th day of <sup>April</sup> ~~September~~, <sup>1981</sup> ~~1980~~, before me, a Notary Public in and for the State of Idaho, personally appeared Joe M. Taylor and Marilyn Taylor 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 in this certificate first above written.

(SEAL)

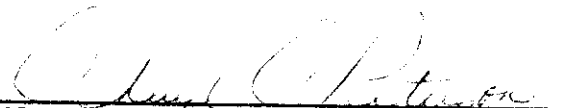
  
NOTARY PUBLIC for Idaho.  
Residing at Pocatello

STATE OF IDAHO            )  
                                  : ss  
COUNTY OF BANNOCK        )

On this 7th day of <sup>April</sup> ~~September~~, <sup>1981</sup> ~~1980~~, before me, a Notary Public in and for the State of Idaho, personally appeared James R. Figg and Darlene M. Figg 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 in this certificate first above written.

(SEAL)

  
NOTARY PUBLIC for Idaho.  
Residing at Pocatello