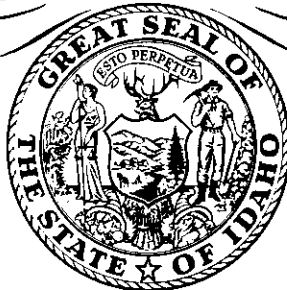


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

TAPPER CHEVROLET CO.

was filed in the office of the Secretary of State on the **Twenty-sixth** day of **July**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Montpelier

in the County of

Bear Lake.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **26th** day of **July**, A.D., 19 **63**

Secretary of State.

ARTICLES OF INCORPORATION

OF

WILSON C. WILSON CO.

We, the undersigned residents of the State of Idaho, of full age and citizens of the United States of America, having this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the General Corporation Laws of the State of Idaho, and all acts in addition to said acts and amendments thereto, and to that end do hereby adopt Articles of Incorporation as follows:

First: The name of the proposed corporation is:

WILSON C. WILSON CO.

Second: The principal place of business of this corporation shall be in the City of Boise, Idaho, of said State of Idaho, but the corporation may maintain an office or branch, or one or more offices, branches or places of business as the Board of Directors may deem it to be desirable.

Third: This corporation is for perpetual existence unless sooner dissolved or otherwise terminated by law.

Fourth: The nature of the business or object or objects to be transacted or carried on by this corporation are:

(a) Wholly and exclusively the business of purchasing, acquiring, owning, leasing, selling, exchanging, and generally dealing in, repairing, renovating and servicing all types of new and used automobiles, trucks and other motor vehicles, and all parts or accessories used in connection therewith; and to purchase, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) Generally, to manufacture, buy or purchase, repair, own, maintain, sell, lease, transfer or otherwise dispose of, trucks and automobiles, and to buy, lease and otherwise own articles of equipment of over thirty horsepower.

(c) The business of this corporation is restricted to those described in clauses (a) and (b) of this Article Fourth, and from time to time may be amended or supplemented, and may be directed to any other business.

(a) To act as partner or joint venturer or in any other legal capacity, in any business;

(c) To exercise and exercise all rights and powers now or hereafter conferred by law.

(d) To do all such everything, necessary, suitable and proper for the accomplishment of any or all purposes or the attainment of any of the objects or the furtherance of any of the powers heretofore set forth, either alone or in association with other corporations, firms or individuals, and to do all other such act or acts, thing or things, incidental or ancillary to or resulting out of or connected with the all aforesaid objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

(e) The purposes specified herein shall be construed both as purposes and powers, and shall be likewise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, and the purposes and powers specified in each of the clauses herein shall be regarded as here are the purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict or exhaust the scope of powers conferred by the general words of the said clause; and shall likewise extend to all things which may be done or done, although it be not intended to express.

Article: The authorized number of authorized shares of the capital stock of this corporation is 7,000 shares, divided into two classes, namely: Common stock, the aggregate par value of which is \$100,000.00, and preferred stock, the par value of each share of which is \$10.00, a preferred stock, the aggregate par value of which preferred stock shares is \$50,000.00, the par value of each share being \$10.00.

The following rights, privileges and conditions shall attach to the aforesaid classes of stock:

1. The shares of the common stock of this corporation shall be entitled to vote on all matters and every share of common stock shall entitle the holder thereof to one vote and all holdings of the stock of the corporation. The shares of preferred stock shall be entitled to one vote. The shares of common stock shall not be convertible.

The holders of preferred stock shall be entitled to receive, when and as declared by the Board of Directors of this corporation, participating dividends equally in amount and at the same times and in the same manner as the holders of common stock are entitled to and receive dividends.

Sixth: The management of the affairs of this corporation shall be vested in a Board of Directors consisting of no less than three members, who shall be elcted at the annual meeting of the shareholders and who shall serve until their successors are elected and qualified. The number of directors constituting the Board may be increased or decreased from time to time to no more than five members at any annual meeting of the shareholders or at any special meeting called for that purpose. The said Board of Directors shall appoint and elect such officers, employees and agents as they may deem advisable, defining the authority of each and prescribing his duties. A majority of the Board of Directors shall constitute a quorum, and they shall have power to transact the business of the corporation and exercise the corporate powers thereof.

Seventh: The capital stock of this corporation shall not be subject to assessment, to debts of the corporation, and no stock issued shall ever be assessable or assessed.

Eighth: The names and post office addresses of each of the incorporators and the number of shares subscribed by each signing these Articles of Incorporation respectively are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Common</u>
Lyle G.Tapper, Jr.	Montpelier, Idaho	1
Phyllis E. Tapper	Montpelier, Idaho	1
Khalil V. Hansen	Brighan City, Utah	1

Ninth: This corporation reserves the right to appoint, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable statute. All rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we hereunto affix our signatures this 25th day of July, 1963.

Lyle G. Tapper, Jr.
Lyle G. Tapper, Jr.
Phyllis E. Tapper
Phyllis E. Tapper
Khalil V. Hansen
Khalil V. Hansen

STATE OF IDAHO,)
) ss.
County of Bear Lake.)

On this 25th day of July, 1963, before me, a Notary Public in and for said State, personally appeared Lyle G. Tapper, Jr., Phyllis E. Tapper and Khalil V. Hansen, known to me to be the persons who executed the foregoing instrument, and who each duly acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS My hand and official seal.

(SEAL)

Eubel E. Lane
NOTARY PUBLIC for Idaho
Residing at Montpelier, Idaho
My Comm. expires: 8/26/63