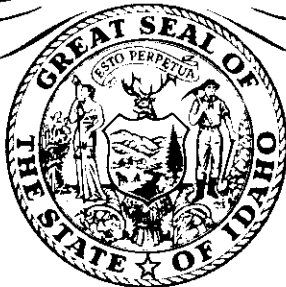


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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

HONDA OF McCALL, INC.,

was filed in the office of the Secretary of State on the Thirty-first day  
of October A.D. One Thousand Nine Hundred Sixty-six and  
will be

duly recorded on Film No. -----Microfilm 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  
McCall, in the County of Valley.

~~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 31st day of October,

A.D., 19<sup>66</sup>

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
HONDA OF MC CALL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all over the age of 21 and citizens of the United States and the State of Idaho, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt articles of incorporation as follows:

ARTICLE I

The purpose of this corporation shall be:

(A) To establish or acquire, or acquire interests in or control of, by purchase, investment, affiliation, assumption of liabilities or otherwise, the types of business or businesses dealing with motor cycles and motor bikes; to engage in the sale, rental, loan and lease of motor cycles and motor bikes and to sell other equipment and supplies in connection therewith; to perform repairs and services on motor cycles and motor bikes.

(B) To carry on any other business in the related fields, permissible under the corporation laws of the State of Idaho, which may be carried on to the advantage of the corporation.

(C) To engage in the buying, selling, leasing and improving lands and tenements: The loaning of money for itself upon chattel mortgages or other securities, for instance the selling of land, of money obligations secured upon real or personal property; acquiring, holding, selling, hypothecating, assigning, transferring and conveying of its own obligations, or the obligations of any persons

or other corporation and collection, foreclosing, compounding, compromising, releasing, satisfying, and discharging the same of record; the buying, owning, and improving of real estate by erecting buildings and other structures thereon and leasing and cultivating the same; the borrowing of money and executing mortgages or deeds of trust upon real estate or personal property as security therefor; the borrowing of money and the executing and issuing of promissory notes, bills of exchange, bonds, debentures, or other negotiable or transferable instruments; the doing of any or all of said acts on its own behalf; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

(D) To sell, assign, and transfer, convey, lease, or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, and real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.

(E) To borrow money with or without security and/or with or without sureties, for the purchase of vehicles and/or supplies as may be necessary in the ordinary operation of its business.

(F) To make, enter into, perform, and carry out contracts for construeing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to, and enter into agreements of all kinds with builders, contractors, property owners, and others for such purposes.

(G) To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having

dealings with the company, and to give guaranty or become security for any such persons; but nothing herein contained shall be construed to give this corporation banking powers.

(H) To purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its board of directors may determine.

(I) Subject to the limitations and restrictions imposed by law: To carry on business at any place or places within jurisdiction of the United States, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property, at any such place or places.

(J) Subject to the limitations and restrictions imposed by law: To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them.

(K) In general, to manage, operate, and carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

If the by-laws so provide, to designate two or more of its members to constitute an executive committee, which shall for the time being as provided in said resolutions or in the by-laws of the corporation, have and exercise any or all

of the powers of the Board of Directors in management of the business and affairs of this corporation, and to have power to authorize the seal of this corporation to be affixed to all papers which may require it.

#### ARTICLE II

The duration of the corporation shall be perpetual.

#### ARTICLE III

The location and post office address of the registered office of the corporation in the State of Idaho shall be P. O. Box 376, McCall, Idaho.

#### ARTICLE IV

The authorized capital stock of this corporation is ten shares, all of no par value.

#### ARTICLE V

The name of the corporation shall be HONDA OF McCALL, INC.

#### ARTICLE VI

The only class of stock shall be common stock. The name and post office address of each of the incorporators and the number of shares of common stock for which each subscribed is as follows:

NAMES	ADDRESSES	Number of SHARES
Burton E. Walker	P. O. Box 376, McCall, Ida.	one
Chester L. Shawver	2710 Esquire Dr. Boise	one
Dorothy Shawver	2710 Esquire Dr. Boise	one

IN WITNESS WHEREOF, we, Burton E. Walker, Chester L. Shawver, and Dorothy Shawver, being all of the incorporators hereinabove mentioned, have hereunto set our respective hands and seals this \_\_\_\_\_ day of October, 1966.

Burton E. Walker  
Burton E. Walker

Chester L. Shawver  
Chester L. Shawver

Dorothy Shawver  
Dorothy Shawver

STATE OF IDAHO     )  
                              ) ss.  
County of Valley    )

On this 31st day of October, 1966, before me, a Notary Public in and for said State, personally appeared BURTONE E. WALKER, 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)

Donna J. McFarland  
Notary Public for Idaho,  
Residence: Cascade, Idaho

STATE OF IDAHO     )  
County of ADA       ) ss

On this 31st day of October, 1966, before me, a Notary Public in and for said State, personally appeared Chester L. Shawver and Dorothy Shawver known to me to be the persons whose names are subscribed to the within instrument and acknowledge to me that they executed the same.

IN WITNESS WEHREOF, I Have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Robert X. Haggan  
Notary Public for Idaho  
Residence: