

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CARPENTER IMPORTS, 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 _____

CARPENTER IMPORTS, 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 September 15, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
CARPENTER IMPORTS, INC.

SEP 15 10 18 AM '80
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That We, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we hereby certify in writing:

ARTICLE I

NAME

The name of the corporation shall be Carpenter Imports, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To engage in the business of buying, selling and/or leasing motor vehicles of all kinds and descriptions and all equipment, supplies and parts of all kinds and descriptions incidental thereto; and to deal in all kinds of merchandise generally used in connection with such business; and to engage in any other activity incidental thereto.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real

estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

E. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose

of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in Twin Falls, in the County of Twin Falls. The post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls shall be 510 Second Avenue South, Twin Falls, Idaho 83301. Robert A. Latham shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 5,000, all of which shall have a par value of \$1.00 per share.

ARTICLE VI

INCORPORATORS

Following are the names and post office addresses of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Robert A. Latham	P. O. Box R Twin Falls, ID 83301
Ralph W. Carpenter	P. O. Box R Twin Falls, ID 83301

ARTICLE VII

MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, We have hereunto set our hands this 11th day of September, 1980.



Robert A. Nathan


Ralph W. Carpenter

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 11th day of September, 1980, before me, the undersigned, a notary public in and for said county and state, personally appeared Robert A. Latham, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

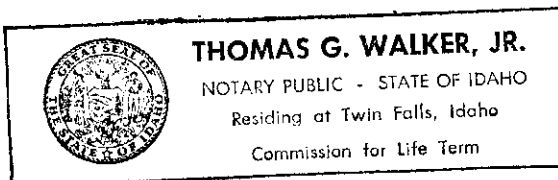



Notary Public for Idaho
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 9th day of September, 1980, before me, the undersigned, a notary public in and for said county and state, personally appeared Ralph W. Carpenter, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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





Notary Public for Idaho
Residing at Twin Falls, Idaho

SEP 15 10 18 AM '80
SECRETARY OF STATE

September 10, 1980

Secretary of State
Statehouse
Boise, ID 83320

ATTN: Corporate Clerk

Dear Sir:

Carpenter Tire & Auto, Inc. is selling substantially all of its assets to Robert A. Latham and Ralph W. Carpenter, who are planning to form a new corporation under the name of Carpenter Imports, Inc. We hereby consent to the use of the name Carpenter Imports, Inc. by the newly formed corporation.

Very truly yours,

CARPENTER TIRE & AUTO, INC.

By: 
President