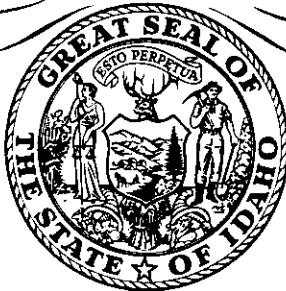


# State of Idaho



## 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

**TREASURE VALLEY DODGE DEALERS, INC.**

was filed in the office of the Secretary of State on the **Fifteenth** day of **May**, A. D. One Thousand Nine Hundred **Sixty-two** and is duly recorded on Film No. **119** 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 and Sections 30-1001 to 30-1005, inclusive, 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

**Nampa** in the County of **Canyon**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **15th** day of **May**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
TREASURE VALLEY DODGE DEALERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States of America and of the State of Idaho<sup>or of the State of Oregon</sup>, and being of full age, have this day voluntarily associated ourselves together for the purpose of forming a non-profit cooperative association under the laws of the State of Idaho, Title 30, Section 1001-1006, to be hereinafter referred to as a corporation, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "TREASURE VALLEY DODGE DEALERS, INC."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(1) To encourage the sale of Dodge automobiles throughout the areas of Idaho and Eastern Oregon known as the Treasure Valley.

(2) To engage in advertising and other promotional matters designed to promote the sale of Dodge automobiles. Nothing herein contained is to be construed as empowering this corporation in any manner to conduct illegal activities or to act in restraint of trade or to fix prices.

(3) And for these purposes the corporation shall have authority:

(a) To enter into contracts of any type or kind necessary to carry for the functions of the corporation.

(b) To buy, sell, own, lease and improve real estate and personal property incidental and necessary to the function

of the corporation.

(c) To buy, sell, and deliver all goods, wares, merchandise, and own all kinds of equipment, apparatus and appliances, reasonably related to and required by the principal business of this corporation.

(d) To contract debts and issue bills, notes, mortgages, bonds and debentures.

#### ARTICLE III.

The corporation is not organized for pecuniary profit nor shall have any power to issue certificates or stocks or declare dividends and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance if any, of all money received by the corporation from its operations after payment in full of all debts and obligations of the corporation of whatsoever kind and nature shall be used in the exercise of the purposes above set forth.

#### ARTICLE IV.

The rights of membership will extend to all owners of Dodge dealer franchises of the said Treasure Valley area, and such membership shall depend solely upon ownership of said franchises, and such membership will be identified with the ownership of the said franchises. The rights and interests of all members shall be equal.

#### ARTICLE V.

Each member hereof shall receive and hold a certificate for each individual Dodge franchise in the said Treasure Valley area, and such members' voting rights shall depend upon the number of said franchises or certificates owned by him, and each member is entitled to one vote for each certificate which he owns.

#### ARTICLE VI.

A member entitled to vote in a meeting, may assign his proxy

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to a specific member entitled to vote at such meeting, and may also name an alternate. In advance of voting, proxies shall be submitted to the secretary and a committee may be appointed by said secretary to determine the validity of proxies.

ARTICLE VII.

No member hereof shall be expelled from the corporation or have his voting rights cancelled except by transfer of his said franchise. However, the corporation shall have the power to suspend either the membership or the voting rights, or both, of any member hereof for such periods of time as prescribed by the by-laws of the corporation.

ARTICLE VIII.

All corporate meetings unless otherwise notified shall be at 909 - 3rd Street South, in Nampa, Canyon County, Idaho.

ARTICLE IX.

The existence of this corporation shall be perpetual.

ARTICLE X.

The registered office of this corporation shall be 909 - 3rd Street South, Nampa, Canuon County, Idaho.

ARTICLE XI.

The meetings of the members of this corporation shall be held within the territorial boundaries of the State of Idaho.

ARTICLE XII.

The number of directors of the corporation shall be six.

ARTICLE XIII.

The incorporators of this corporation are: Dufresne Auto Company, Inc., 1601 Fairview Avenue, Boise, Idaho; G. G. Jacobs, Ontario, Oregon; Steve H. Edwards, Weiser, Idaho; Paul Darnell, Emmett, Idaho; Curt & Hal, Inc., 824 Main Street, Caldwell, Idaho; and Cecil C. Dobbs, 909 3rd Street South, Nampa, Idaho.

IN WITNESS WHEREOF, we, the incorporators of the said corporation have hereunto set our hands this 1 day of May ~~March~~, 1962.

Dufresne Auto Company Inc.  
R. L. Erwin General Manager

H. M. Johnson

Paul Darnell

Curt & Hal Inc.  
H. M. Johnson, Pres.

Carol C. Noble

State of Idaho )  
 : ss.  
 County of Canyon )

On this 1 day of May, 1962, before me, the undersigned, a notary public in and for said State, personally appeared R. L. Erwin, known to me to be the General Manager of Dufresne Auto Company, Inc., and H. M. Johnson, known to me to be the President of Curt & Hal Inc., the corporations that executed the within and foregoing instrument, and acknowledged to me that such corporations 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.

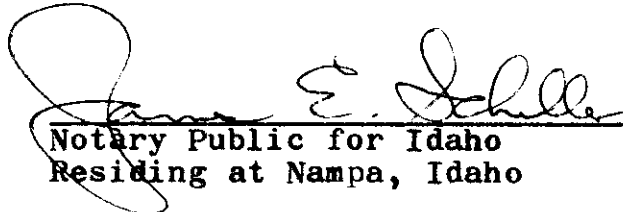
James E. Schell  
 Notary Public for Idaho  
 Residing at Nampa, Idaho

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State of Idaho        §  
                             : ss.  
County of Canyon    §

On this 1 day of May, 1962, before me, the undersigned, a notary public in and for said State, personally appeared G. G. Jacobs, Steve H. Edwards, Paul Darnell and Cecil C. Dobbs, known to me to be the persons whose names are subscribed to the within and foregoing 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.

  
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Notary Public for Idaho  
Residing at Nampa, Idaho