



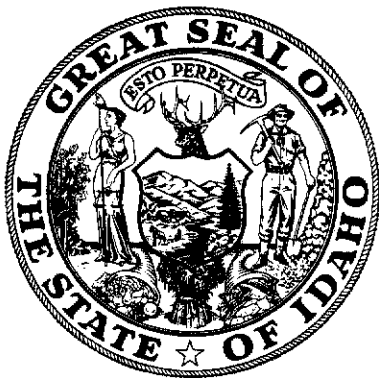
CERTIFICATE OF INCORPORATION  
OF

LESH AND BASSETT RV, 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 the above named corporation, 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: **November 8, 1985**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Shirley J. Clark*  
\_\_\_\_\_

## ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the objective of forming a corporation under and pursuant to the provisions of the general corporation laws of the State of Idaho, and acts amending and supplementing said laws, do hereby certify as follows:

### ARTICLE I

The name of the corporation is "LESH AND BASSETT RV, INC."

### ARTICLE II

The period of duration of this corporation shall be perpetual.

### ARTICLE III

The purpose for which this corporation is organized are:

(a) The transaction of any and all lawful business for which corporations may be incorporated under the State of Idaho.

(b) Included in the omnibus purpose clause set forth above are:

(1) To acquire by purchase, lease, gift devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, and otherwise handle, deal in and dispose of vehicles of all kinds included by not limited to trucks, passenger cars, pick-ups, motor homes, recreational vehicles, house trailers, commercial trailers and utility trailers, boats and motors, snowmobiles, and motor-cycles.

(2) To engage in the business of purchasing, acquiring, owing, leasing, selling, transferring, encumbering, and generally dealing in repairing, renovating and servicing of all types of motor vehicles as described above and for parts or accessories used in connection with said vehicles and to engage in the manufacture, sell and dispose of such motor vehicles parts and accessories.

(c) To conduct business in the State of Idaho and other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices of places of businesses out of the state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real and personal property situate out of this state.

(d) To purchase and re-issue shares of its capital stock according to law. When such stock is owned by the corporation, such stock will not be considered voting stock directly or indirectly.

(e) The power and capacity to act possessed by a natural person which acts are necessary or proper to accomplish the corporate purposes, and which are not repugnant to law, including, but not limited to all the powers and authorities now or hereafter conferred by the laws of the State of Idaho upon corporation formed thereunder.

(f) To buy and own real estate, to establish manufacturing plants or retail outlets and retail sales yards for manufacturing making and selling of the motor vehicles as set forth above, and parts therefore as well as places for repair of such vehicles.

It is expressly provided that the enumeration of the foregoing purposes and objects of the said corporation shall not be construed to limit or restrict the general powers of the corporation as provided by the statutory laws of the State of Idaho.

#### ARTICLE IV

There shall be only one class of stock, and it shall be designated as common stock. There shall be no preferred or special class stock issued. The shares of stock shall not be issued until payment in full has been received, and such stock shall be nonassessable stock, and the certificate shall state on its face that it is nonassessable stock, and the shareholders shall have no liability for corporate obligations. Each share of stock shall have the voting rights as now or hereafter granted by the laws of the State of Idaho relating to corporations.

## ARTICLE V

The total authorized number of par value shares is one hundred (100) shares with a par value of One Hundred (\$100.00) per share and their aggregate par value is Ten Thousand (\$10,000.00) Dollars. The corporation is not authorized to issue any no par value stock.

## ARTICLE VI

The address of the initial registered office of this corporation is 5500 Caldwell Blvd., Caldwell, Idaho, 83605. The name of the registered agent at such address is MICHAEL D. LESH.

## ARTICLE VII

There shall be five (5) Directors constituting the initial Board of Directors, and the names and addresses of the interim Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL D. LESH	1918 Lawndale Street Meridian, ID 83624
MARGARET J. LESH	1918 Lawndale Street Meridian, ID 83624
RAYMOND D. BASSETT	P.O. Box 309 Donnelly, ID 83615
RITA V. BASSETT	P.O. Box 309 Donnelly, ID 83615

DAVID HAMMONS

604 N. 16th Street  
Boise, ID 83701

The foregoing people are to serve as Directors until the first annual meeting of shareholders, or until their successor be elected and qualified.

#### ARTICLE VIII

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL D. LESH	1819 Lawndale Street Meridian, ID 83642
RAYMOND D. BASSETT	P.O. Box 309; Donnelly, ID 83615

#### ARTICLE IX

Each of the foregoing incorporators are of full age and citizens of the United States of America.

#### ARTICLE X

Amending of these Articles shall be accomplished only as now or hereafter prescribed by law relating to amendment of Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 5 day of NOVEMBER, 1985.

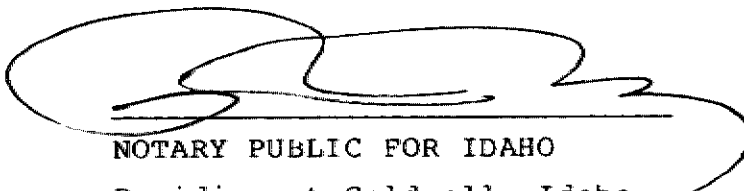
Michael D. Lesh  
MICHAEL D. LESH

Raymond D. Bassett  
RAYMOND D. BASSETT

STATE OF IDAHO       )  
                              ) SS:  
COUNTY OF CANYON    )

On this 5 day of <sup>NOV</sup>~~October~~, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL D. LESH and RAYMOND D. BASSETT, 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.

  
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NOTARY PUBLIC FOR IDAHO  
Residing at Caldwell, Idaho