

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

ROGERS MOTORS, INC.

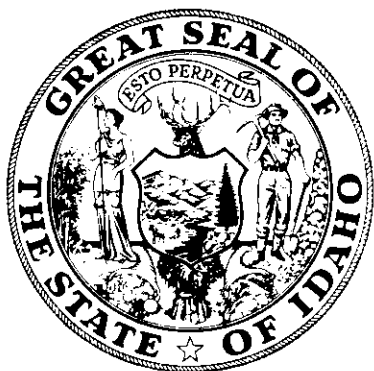
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

ROGERS MOTORS, INC.

duly signed and verified 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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ March 13 , 19 89 .



Pete T. Cenarrusa
SECRETARY OF STATE

James T. Cook
Corporation Clerk

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROGERS MOTORS, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Rogers Motors, Inc.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders and directors of the corporation by unanimous written consent on March 7th, 1989, in the manner prescribed by the Idaho Business Corporation Act:

"ARTICLE II.

"PURPOSES: The purposes for which said corporation is formed and organized are:

"(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating and servicing all types of new and used automobiles, trucks and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles.

"(b) To engage in the retail and wholesale sales of auto parts and accessories.

"(c) To engage in and to own, operate and run, conduct and manage a business engaged in repairing and reconditioning automobiles, automotive and mechanical products, and other personal property of any and every sort, character, nature and description, and

to do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of any or all of the purposes.

"(d) To render services in connection with storage of automobiles and to store the same, and to perform all services necessary and incidental to such storage, including the selling and supplying of gasoline, oil and other petroleum products, automobile accessories, electrical appliances and equipment.

"(e) To manufacture, purchase, import or otherwise acquire, sell, rent, repair, take upon storage, exchange, export and otherwise deal in and dispose of any or all of the following: motors, engines or other machinery or contrivances for the generation of steam, electricity, gasoline or other forms of power now known or which may be hereafter discovered; automobiles, cars, trucks, carriages, wagons, boats, airplanes and airships, and vehicles of every kind and description for the transportation of passengers or goods; machinery, machine supplies and engineering appliances, hardware, tools, parts, batteries, self-starters, magnetos, igniters, tires, rims, wagon and carriage bodies and all other accessories, apparatus and appliances; and fuel, oils and other materials useful in connection with the ownership, use or enjoyment of any of the above.

"(f) To engage in the rental, loan and lease of automobiles, trucks, tractors, trailers and, without limitation, all types of motor vehicles and, in connection therewith, to purchase and sell motor vehicles and equipment, vehicle parts, articles and accessories, and to perform repairs and services in connection with the leasing, loaning or rental of such vehicles, and to acquire, hold and own any and all licenses, permits and franchises necessary or useful in connection with the business.

"(g) To engage in the buying and selling, at wholesale and retail, of rubber automobile tires of all kinds and descriptions and the conducting of the general business of

vulcanizing, reinforcing, rebuilding and repairing automobile tires of all kinds and description, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling and conveying the real estate necessary or proper in connection with the business.

"(h) To engage in the business of selling insurance.

"(i) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, tramways, railroads, reservoirs, irrigation ditches, wharves, sewers, tunnels, conduits and subways; to make, enter into, perform and carry out contracts for construction, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others; to carry on in all their respective branches the business of builders, contractors, decorators, dealers in stone, brick, timber, hardware and other building materials or requisites.

"(j) In the purchase or acquisition of property, business, rights or franchises or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and

evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

"(k) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate in interest in any properties or business acquired, established, or carried on by, any other company formed or to be formed, either upon trust for, or as agents or nominees of, this company, and to manage the affairs or take over and carry on the business of any such company formed or to be formed, and to exercise all or any of the powers of any such company, or of holders of shares of stock or securities thereof, and to receive and to distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions or cooperate with any person or company carrying on or about to carry on any business which this company is authorized to carry on, or any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

"(l) To use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of its capital stock from time to time and to such extent and in such manner, and upon such terms as its board of directors shall determine; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose


of declaration or payment of dividends, unless otherwise determined by a majority of the board of directors or by a majority of the stockholders.

"(m) To manufacture, produce, purchase or otherwise acquire, sell, rent or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise and materials of every kind and description, whether now known or hereafter to be discovered or invented.

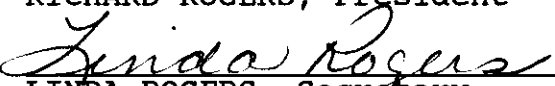
"(n) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or general powers of the corporation; nor shall be expression of one thing be deemed to exclude another, although it be of like nature not expressed.

THIRD: The number of shares of the corporation outstanding and authorized to vote at the time of said adoption was three thousand four hundred fifty nine (3,459) shares of common stock and the number of shares entitled to vote thereon was three thousand four hundred fifty nine (3,459) shares of common stock, and the holders of all of said shares have executed their written consent in favor of said amendment as provided in Idaho Code Section 30-1-145.

DATED this 9th day of March, 1989.




RICHARD ROGERS, President



LINDA ROGERS, Secretary

and says: RICHARD ROGERS, being first duly sworn on oath, deposes


 Notary Public in and for the State
 of Idaho, Residing at Lewiston
 My Commission Expires: 8-26-94