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**ARTICLES OF INCORPORATION
OF
EASTERN IDAHO PONTIAC DEALERS
ADVERTISING ASSOCIATION, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is Eastern Idaho Pontiac Dealers Advertising Association, Inc.

**ARTICLE II
STATUS**

The Corporation is a nonprofit corporation.

**ARTICLE III
PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The location of the Corporation is in the City of Rexburg, County of Madison, and State of Idaho. The address of the initial registered office is 890 West Main Street, Rexburg, Idaho 83440, and the name of the initial registered agent at this address is Eric Erickson.

**ARTICLE V
PURPOSES**

The purposes for which the Corporation is organized and will be operated are as follows:

A. The purpose for which the Corporation is formed is to advertise and promote the products and services of Pontiac dealers that are members of the Corporation.

B. The general purposes for which this Corporation is formed and the activities and objectives to be carried on by it in furtherance of its purpose specified in paragraph A above are:

(1) To foster and promote retail trade and commerce in connection with the products and services of the Corporation's members, and to protect the same from unjust and unlawful exactions and impositions.

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(2) To foster and promote the interest of those persons, firms and corporations engaged in the retailing of Pontiac vehicles in Eastern Idaho that are members of the Corporation.

(3) To conduct and operate means and places of disseminating information relative to the use of motor vehicles and to promote the sale of motor vehicles, and for such purposes to establish, conduct and manage advertising and promotional campaigns, exhibitions, display tests, trials, and demonstrations.

(4) To promote the establishment and maintenance of a high standard of business ethics by members of the Corporation and by all other automobile dealers, and to discourage the use of false or misleading advertising or any other business practice, which may be detrimental to the public and to the retail automobile industry.

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI NONSTOCK AND NONPROFIT

The Corporation shall have no capital stock, and no shares of stock in the Corporation shall be issued. This Corporation does not contemplate the carrying on of a business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains or profits to its members. No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes set forth in Article V hereof and to distribute assets of the Corporation to members upon dissolution as provided in Article XI hereof.

ARTICLE VII POWERS

A. The Corporation shall have all of the powers, not contrary to law or the statutes of the State of Idaho, incident to, or necessary to carry out the purposes for which it is formed, including without limitation all powers under the Act.

B. Specifically, and without limiting the generality of the foregoing, the Corporation shall have the following powers:

(1) To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold, and convey all property, both real and personal, including shares of stock, bonds, and securities of other corporations.

(2) To convey, exchange, lease, sell, mortgage, encumber, or otherwise dispose of all property, real and personal, of the Corporation.

(3) To borrow money, contract debts, and issue notes, bonds, bills, or evidences of indebtedness to secure the performance of its obligations.

(4) To appoint such subordinate agents or officers as the business may require, and to make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

ARTICLE VIII MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of the Corporation shall be set forth in the Bylaws of the Corporation, and shall be binding upon all members of the Corporation.

ARTICLE IX BOARD OF DIRECTORS

A. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

B. The names and addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Eric Erickson	890 West Main Street P.O. Box 315 Rexburg, Idaho 83440
Kelly Hirning	2807 Pocatello Avenue P.O. Box 537 American Falls, Idaho 83211

Steve Wackerli

1363 N. Holmes Avenue
P.O. Box 50857
Idaho Falls, Idaho 83405

Glenn Walker

135 W. Main Street
St. Anthony, Idaho 83445

C. The Board of Directors shall be elected by cumulative voting by members, so that in the election of Directors, each member of the Corporation shall have the right to cast the number of votes equal to the number of Directors to be elected, and the member may cast all such votes for one candidate or the member may distribute such votes among any two or more candidates.

D. The Board of Directors of the Corporation shall have all the power and authority granted by the Act, and in addition thereto, shall have the power and authority vested in it by the Bylaws of the Corporation.

ARTICLE X MEMBERSHIP DUES AND ASSESSMENTS

Membership dues and assessments may be charged to all members. The Board of Directors is authorized to fix the amount of membership dues and assessments from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE XI DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to its members.

ARTICLE XII INCORPORATOR

The name and address of the incorporator are Eric Erickson, 890 West Main Street, Rexburg, Idaho 83440.

ARTICLE XIII BYLAWS

A. Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

B. The Board of Directors of the Corporation shall adopt the initial Bylaws of the Corporation, and thereafter shall have authority to adopt, amend, alter, modify, restate and repeal the Bylaws of the Corporation, at a properly noticed special or regular meeting of the Board of Directors or by written consent signed by all the members of the Board of Directors.

C. Bylaws of the Corporation may be amended, altered, modified, restated, repealed and adopted by a majority vote of the members of the Corporation at any regular or special meeting of the members, if notice of the proposed amendment, alteration, modification, restatement, repeal or adoption is contained in the notice of the meeting, or by written consent signed by all of the members of the Corporation.

DATED this 27th day of March, 2008.

INCORPORATOR


Eric Erickson