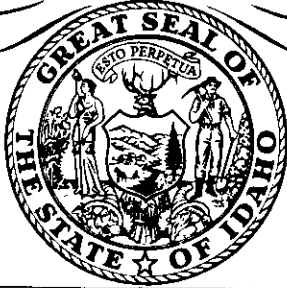


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ACE HANSEN CHEVROLET, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **5th** day of **November** 19 **70**, a properly authenticated copy of its articles of incorporation, and on the **5th** day of **November** 19 **70**, a designation of **Ace V. Hansen** in the County of **Twin Falls** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **5th** day of **November**, A.D., 19 **70**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

ACE HANSEN CHEVROLET, INC.

FIRST: The name of this Corporation is Ace Hansen Chevrolet, Inc..

SECOND: Its registered office in the State of Delaware is to be located at 229 South State Street, in the City of Dover, County of Kent. The registered agent in charge thereof is The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware.

THIRD: In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, it is expressly provided that the purposes for which the Corporation is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world; namely,

(1) To purchase, rent, manufacture, repair, deal in, sell, operate and let for hire, motor vehicles of every kind, nature and description designed to move or transport persons or property (including automobiles, trucks, tractors and motorcycles) and other wheeled vehicles which are or may be used in connection with any of these and any supplies, parts, accessories and fittings for any of these.

(2) To erect, purchase, lease or otherwise acquire and to maintain and operate places for the sale of gasoline, oils and other automobile supplies, and garages, repair shops and other places for the making, storing, repairing, displaying and selling of motor or wheeled vehicles (and parts and accessories therefor) of every kind, nature and description.

(3) To make, repair, sell and otherwise deal in parts, supplies, batteries and accessories connected with the use of motor or wheeled vehicles; to store, clean, change, rebuild and repair such vehicles or any portions thereof; and to do all other things incidental to the business of conducting a dealership for the sale of new and used motor and/or wheeled vehicles and other businesses connected therewith.

(4) To do anywhere within or without the State of Delaware any or all of these enumerated things and anything necessary, suitable, convenient or proper in the accomplishment of any of these or anything incidental thereto or anything which shall at any time appear desirable for the protection or benefit of the Corporation.

FOURTH: The total amount of authorized capital stock of the Corporation is
Two Thousand Nine Hundred----- (2900)

shares of the par value of One Hundred Dollars (\$100.00) each, of which

One Thousand Fifty----- (1050)

shares shall be Class A Stock and One Thousand Eight Hundred Fifty-----

(1050) shares shall be Class B Stock. The Class A Stock and Class B

Stock shall be identical in all respects except as hereinafter set forth.

FIFTH: The preferences, voting powers, rights, privileges, restrictions and qualifications of the Class A and Class B Stocks are as follows:

(a) The Board of Directors may in its discretion and at such times as it deems advisable declare and pay dividends from the surplus or net profits arising from the business of the Corporation and the said dividends shall be in equal amounts per share on both the Class A and Class B Stocks.

(b) Except as otherwise specifically provided by statute, the holders of the Class A Stock, while any such stock is issued and outstanding, shall have the sole and exclusive right of voting on all corporate questions including the election of the Board of Directors, to the exclusion of the holders of the Class B Stock, and the holders of the Class B Stock shall not be entitled to notice of meetings of stockholders, provided, however, that such voting power and right to notice of stockholders' meetings shall automatically become vested in the holders of the Class B Stock when and at such times as there is no Class A Stock issued and outstanding.

(c) Each share of each class of stock shall, at the option of the holder thereof, be convertible at any time into one share of any other class of stock, provided, however, that whenever the conversion is into a share of any class of stock having any preference over the class of stock of the share to be converted, then such conversion shall be effected only with the prior written approval or consent of the holders of a majority of the stock of each class having any preference over the class of stock from which the share is to be converted. Such conversion shall be effected by surrendering to the Corporation the certificate (properly endorsed and directing the conversion thereof into a specified class of stock) for the share of stock sought to be converted and upon receipt thereof (plus evidence of any stockholder consent or approval to the conversion required hereby), the Corporation shall issue in exchange therefor and in lieu thereof to the holder of such share, or to his or its assigns, a certificate for a share of the class of stock into which the surrendered share is directed to be converted.

(d) The Corporation may at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding fully-paid Class A shares, without notice, by paying for said shares an amount equal to their book value as evidenced by the Corporation's last month-end balance sheet nearest to the date the redemption is ordered by the Board of Directors. If less than all the Class A shares are to be redeemed, the shares to be redeemed shall be selected pro rata from the number of shares held by each Class A stockholder, or by lot.

(e) In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the total net assets remaining after the payment of all debts and obligations of the Corporation shall be distributed to the stockholders as follows:

The Class A Stock shall first receive \$85.00 per share. Thereafter the Class B Stock shall receive \$85.00 per share; and thereafter any remaining assets shall be distributed equally per share to both the Class A and Class B Stocks without any preference whatsoever.

(f) Except as, and only to the extent specifically required otherwise by law, no holder of shares of this Corporation of any class shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, and such issue shall be made to such person or persons and upon such terms and consideration as may be approved by the Board of Directors and the holders of a majority of the issued and outstanding shares of this Corporation having voting power.

(g) Any transfer (including any sale, transfer, deposit, pledge or encumbrance in any manner or for any purpose) by a stockholder of record on the Corporation's books of any of the issued and outstanding capital stock of the Corporation (or of any rights therein or thereunder) to anyone (except the Corporation or a stockholder of record of the Corporation) will not be effective or enforceable against the Corporation or its other stockholders of record unless (1) at least ten days before the transfer the Corporation and all the other stockholders of record receive from the transferor written notice of the transfer, specifying the nature of the transfer, the number of shares to be transferred and the name and address of the transferee, or (2) in lieu thereof, a prior written waiver of such notice is obtained by said transferor.

(h) Each issuance or sale of any amount of the capital stock of the Corporation (either authorized and unissued or previously issued and reacquired by the Corporation), with the exception of shares issued upon a conversion pursuant to Article Fifth (c) above, by the Corporation or any of its officers on its behalf must first be authorized by a resolution of the Board of Directors. Any issuance or sale not so authorized shall be null and void and cannot be approved or ratified subsequently.

SIXTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000.00).

SEVENTH: The name and place of residence of each of the incorporators are as follows:

<u>R. G. Dickerson</u>	<u>229 South State St., Dover, Delaware</u>
<u>J. A. Kent</u>	<u>229 South State St., Dover, Delaware</u>
<u>Z. A. Pool, III</u>	<u>229 South State St., Dover, Delaware</u>

EIGHTH: The existence of this Corporation is to be perpetual.

NINTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: The following provisions are hereby agreed to for the purpose of regulating the conduct of the affairs of the Corporation:

(1) With the consent in writing, or pursuant to a vote of the holders of a majority of the capital stock issued and outstanding and entitled to vote, the Directors shall have authority to dispose, in any manner, of the whole property of this Corporation.

(2) The Stockholders and Directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the Stockholders, or Directors, except as otherwise required by the laws of Delaware.

(3) Any and all of the Directors of the Corporation may be removed at any time, with or without cause, by the holders of a majority of the issued and outstanding voting stock of the Corporation.

(4) The Board of Directors is expressly authorized to remove at any time, with or without cause, any officers of the Corporation.

(5) The Corporation upon vote of the persons then holding a majority of the issued and outstanding voting stock of this Corporation shall have the right at their election to dissolve the Corporation and sell its assets, wind up its business affairs and distribute its assets and the proceeds thereof among its Stockholders as they may severally be entitled to receive the same as aforesaid.

(6) The Corporation upon vote of the persons then holding three-fourths of the issued and outstanding voting stock of the Corporation may amend its By-Laws or apply for and accept amendments to its Certificate of Incorporation or Charter.

ELEVENTH: It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Charter shall be regarded as independent objects, purposes, and powers.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the

manner now or hereafter prescribed by law, and all rights and powers conferred herein on Stockholders, Directors and Officers are subject to this reserved power.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

Dated at Dover, Delaware, on September 2, 1970.

Signed, sealed and delivered
in the presence of:

<u>N. S. Truax</u>	<u>R. G. Dickerson</u>	L.S.
<u>N. S. Truax</u>	<u>J. A. Kent</u>	L.S.
<u>N. S. Truax</u>	<u>Z. A. Pool, III</u>	L.S.

STATE OF DELAWARE) ss.
COUNTY OF KENT)

BE IT REMEMBERED, that on September 2, 1970, personally appeared before me, a Notary Public in and for the County and State aforesaid, R. G. Dickerson, J. A. Kent, and Z. A. Pool, III, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and each deposed and said that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Nancy S. Truax
Notary Public
Appointed Sept. 30, 1969
Term Two Years - Delaware

State of Delaware

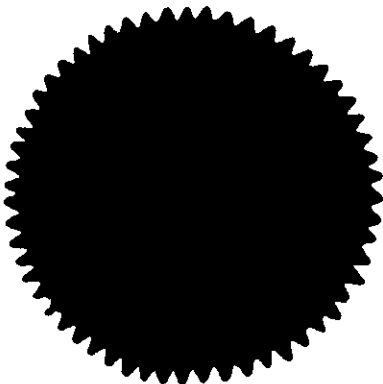


Office of Secretary of State.

I, Eugene Bunting, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Incorporation of the "Ace Hansen Chevrolet, Inc.",
as received and filed in this office the second day of September,
A.D. 1970, at 9 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this* second *day*
of September *in the year of our Lord*
one thousand nine hundred and seventy.



Eugene Bunting

Secretary of State

R N Caldwell

Asst Secretary of State