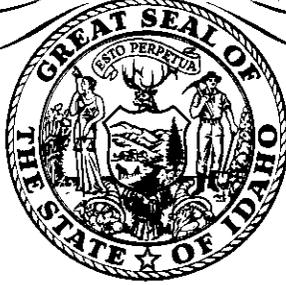


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

LOUIS E. CLAPP
I, ~~ARTHUR 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

HANIGAN CHEVROLET, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eighteenth** day of **August** 19 **66**, original articles of amendment, as provided by Section **30-146, 30-147 and 30-148, Idaho Code, increasing capital stock to \$250,000.00 divided into 1500 shares common stock @ the par value of \$100 and 1000 shares preferred stock @ the par value of \$100 each,**

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~ ^{will be} recorded on ~~microfilm~~ ^{microfilm} of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

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 **18th** day of **August**, A. D., 19**66**.

Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HANIGAN CHEVROLET, INC.

1
2 We, the undersigned, Jno T. Hanigan, President and Richard H.
3 Hanigan, Secretary-Treasurer of Hanigan Chevrolet, Inc., a corpora-
4 tion existing under the laws of the State of Idaho, the locality and
5 Post Office address being Box 236, Payette, Idaho, do hereby certify
6 that at a special meeting of the shareholders of the company, a cor-
7 poration, was held at the place of business of said corporation in
8 Payette, Idaho, on the 28th day of July, 1966, at 8:30 P.M. of said
9 day; that notice was given as required by the By-laws of the corpora-
10 tion and the laws of the State of Idaho, of said special meeting,
11 called for the purpose of amending the Articles of Incorporation by
12 increasing the capitalization thereof and providing a different class
13 of stocks; that all the shareholders of said corporation represent-
14 ing all outstanding shares of stock were present at said meeting and
15 signed consent to such meeting; that the undersigned Jno T. Hanigan
16 acted as chairman of said meeting and the undersigned, Richard H.
17 Hanigan acted as Secretary of said meeting.

18 That during the progress of said meeting the following resolu-
19 tions for amending the Articles of Incorporation of the corporation
20 were introduced by Richard H. Hanigan:

21 "BE IT RESOLVED by the shareholders of Hanigan Chevrolet, Inc.
22 that Article V of the Articles of Incorporation of Hanigan
Chevrolet, Inc. be amended to read as follows:

23 ARTICLE V.

24 The authorized capital stock of this corporation shall be
25 \$250,000.00, divided into the following classes of shares
of stock:

26 (a) Common stock consisting of 1500 shares at the par
27 value of \$100.00 per share, each share of such common
stock shall be entitled to one vote on all matters per-
28 taining to the operation of said corporation;

29 (b) Preferred stock, consisting of 1000 shares at the
par value of \$100.00 per share.

30 The holders of the preferred stock shall be entitled to
31 receive out of the net profit of the corporation when
and as declared by the Board of Directors, cash dividends
32 at the rate of six percent (6%) per annum on the par
value thereof, provided, however, said preferred stock

1 shall be non-cumulative. The dividend on the preferred
2 stock, when declared, shall be payable on the date fixed
3 by the Directors. Said preferred stock shall not parti-
4 cipate equally in dividends paid on common stock other
5 than as set forth and provided by the vote of the Board
6 of Directors.

7 Holders of the preferred stock shall not be entitled to
8 any vote concerning the matters of the business of said cor-
9 poration, the common shareholders being the only class of
10 stock having voting privileges, and further, both classes
11 of stock shall have equal rights in all other matters re-
12 garding or pertaining to the business of said corporation
13 not set forth hereinbefore, including equal participation
14 in any dissolution; that all of said stock shall be non-
15 assessable."

16 Said resolution was read at length and its passage was moved
17 by Richard H. Hanigan and seconded by Robert J. Hanigan; the passage
18 of said resolution was put to a vote with 1500 shares of outstand-
19 ing stock of Hanigan Chevrolet, Inc. being voted for such resolution;
20 said 1500 shares representing all the outstanding and issued stock
21 of said corporation.

22 The President thereupon declared that said motion had duly car-
23 ried and had been duly adopted amending Article V of the Articles
24 of Incorporation of Hanigan Chevrolet, Inc. authorizing the issuing
25 of 1000 shares of six percent preferred stock.

26 IN WITNESS WHEREOF, We have hereunto set our hands and seals
27 this 12th day of August, 1966.

28 Jno. T. Hanigan (SEAL)
29 President.
30 R. Hanigan (SEAL)
31 Secretary.

32 STATE OF IDAHO)
33 County of Payette) ss.

34 Jno T. Hanigan and Richard H. Hanigan, being first duly sworn,
35 each for himself and not one for the other, depose and say: That
36 we are the President and Secretary respectively, of the Hanigan
37 Chevrolet, Inc., a corporation, and the persons who acted as Chair-
38 man and Secretary, respectively, of the special meeting of the share-
39 holders of Hanigan Chevrolet, Inc., a corporation, referred to in
40 the above and foregoing Articles of Amendment to the Articles of

1 Incorporation; that we know the contents thereof and believe the facts
2 therein stated to be true.

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Joe J. Hanigan

R.H. Hanigan

8 Subscribed and sworn to before me this 12 day of August,
9 1966.

Devaime J. Shelton

Notary Public for Idaho,
Residing at Payette, Idaho.