

**ARTICLES OF INCORPORATION
OF
WOODY'S AUTOMOTIVE CENTER, INC.**

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**SECRETARY OF STATE
STATE OF IDAHO**

THE UNDERSIGNED, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of this corporation shall be: Woody's Automotive Center, Inc.

ARTICLE II -- DURATION

This corporation shall have perpetual existence.

ARTICLE III -- PURPOSES

The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of automobile sales and service and related items, and to realize a profit therefrom.
- (b) Generally, to engage in any lawful business or activity for which corporations may be organized under the Idaho Business Corporation Act and which may, in the judgment of the board of directors, be necessary, useful or advantageous to the corporation, whether or not such business or activity is similar in nature to the purposes set forth above in this Article III.
- (c) To do all things necessary, suitable or proper to accomplish any of the purposes herein enumerated, or that may at any time appear conducive to or expedient for the protection or benefit of this corporation or for the furtherance of its business or for the accomplishment of each and every lawful objective, whether or not set forth specifically herein, and

STATE OF IDAHO
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to do said acts as fully and to the same extent as natural persons might or could do as principals, agents, partners (either general or limited), joint venturers, trustees or otherwise, either alone or in conjunction with any other person, association, or corporation.

The foregoing clauses are independent purposes and powers and do not limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

ARTICLE IV -- SHARES

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this corporation shall have authority to issue is ten thousand (10,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE V -- SHAREHOLDER RIGHTS

Shareholders shall have preemptive rights to acquire additional shares of the corporation. Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation's affairs. At each election of directors of the corporation, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders shall have cumulative voting rights with respect to elections or directors of the corporation.

ARTICLE VI -- REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the location of the initial registered office of the corporation are:

Woodruff D. Smith
1051 Northgate Mile
Idaho Falls, Idaho 83401

ARTICLE VII -- DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two(2); provided that in no event shall this provision be deemed to limit the number of directors to be provided for in the By-Laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify are:

Woodruff D. Smith
Dawn Smith
5000 East Lincoln
Idaho Falls, Idaho 83401

ARTICLE VIII -- INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

Woodruff D. Smith
5000 East Lincoln
Idaho Falls, Idaho 83401

ARTICLE IX -- AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE X -- BYLAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

ARTICLE XI -- COMMON DIRECTORS; TRANSACTIONS BETWEEN CORPORATIONS

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the board of directors or committee thereof which authorizes, approves or ratifies the contract or transaction or solely because his or their votes are counted for such purpose, if: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed to or known by the board of directors or committee which authorizes, approves or ratifies the contract or transaction, and the board or such committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed to or are known by the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (c) the contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII -- DIRECTOR'S LIABILITY

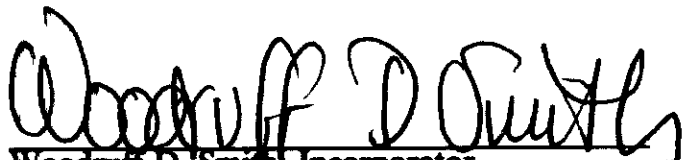
The personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by Section 30-1-54(2) of the Idaho Business Corporation Act, as the same may be hereafter amended from time to time. In the event such section is amended to decrease or limit in any manner the protection or rights currently available to directors, such amendment shall not be retroactively applied in determining the personal liability of a director pursuant to this Article XII prior to the enactment of such amendment.

ARTICLE XIII -- INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation may, to the extent allowed by Section 30-1-5 of the Idaho Business Corporation Act or any other applicable law, indemnify any officer or director or former officer or director of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duty; and may provide any

other indemnification or advancement of expenses that shall be permitted by law or authorized by any bylaw or resolution adopted by the Board of Directors or shareholders.

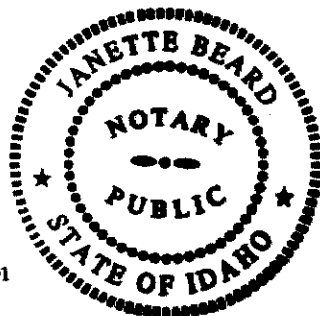
DATED this 12th day of November, 1997.


Woodruff D. Smith, Incorporator

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 12th day of November, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Woodruff D. Smith, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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
Residing at Idaho Falls, Id.
My commission expires: 5-5-2003