



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

PHIL MEADOR TOYOTA, INC.

was filed in the office of the Secretary of State on **May 24th**, 19 **77**

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Pocatello** in the county of **Bannock**

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 **24th** day of **May**, A.D., 19 **77**

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

PHIL MEADOR TOYOTA, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be "PHIL MEADOR TOYOTA, INC.".

ARTICLE II.

The purposes for which said corporation is formed are:

A. To manufacture, buy, repair, purchase, sell, lease, rent, exchange and deal in automobiles, automobile vehicles, motor trucks, tractors, all or any kind of motor vehicles, motor and automobile parts, all kinds of hardware, machinery, metal casting and electrical appliances.

B. To buy, sell, furnish, supply and handle motor oils, gasoline, motor vehicle and lubricants and other oil and petroleum products and by-products; to deal in fixtures, equipment and devices for the storage of, handling, and purchase and sale of said products; to engage in any or all of the above specified objects herein and in A. above either as wholesaler or retailer; to lease, own, maintain and operate gas and oil stations, buildings, storage houses and garages and generally to buy and sell all goods, wares

ARTICLES OF INCORPORATION-1.

and merchandise necessary, incidental, convenient and auxiliary to an oil and gasoline business, and to act as agent and distributor of such articles.

C. To manufacture, own, buy, sell, export, import and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, building or construction supplies and products, building or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

D. To acquire by purchase or lease, or otherwise, real property and interests in real property, and to own, hold, prove, develop and manage any real property so acquired and to erect or cause to be erected on any real property owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any real property or interests in real property and in buildings or other structures at any time owned or held by the corporation.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property; to dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold,

mortgage, own, vote, sell, pledge or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign, and within or without the United States of America.

F. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity, domestic or foreign, either within or without the United States of America.

G. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers, pledges, mortgages and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

H. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or nonnegotiable, and whether secured or unsecured.

ARTICLES OF INCORPORATION-3.

I. To conduct business in this state, other states, District of Columbia, territories or colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

J. To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay for the good will, rights, property and assets in cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

K. To apply for, purchase, register or in any manner to acquire, and hold, own, use, operate and introduce, and to sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other right, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects or any of them.

L. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

M. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractors or other persons.

N. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Chapter 1 of Title 30 of the Idaho Code, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

O. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

P. All of the foregoing provisions of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation;

provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited or restricted by reference or inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

ARTICLE III.

The corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the corporation's registered office and primary office of business shall be 658 North Main, Pocatello, Idaho 83201.

ARTICLE V.

The amount of capital stock of this corporation shall be 100 shares of no par value nonassessable common stock.

ARTICLE VI.

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Class of Stock</u>
Donald G. Hull	503 W. Colorado Av. Nampa, Idaho 83651	1	No par value Common
Gary E. Wood	366 4th Avenue No. Payette, Idaho 83661	1	No par value Common
Donald K. Aman	E. Powerline Road Nampa, Idaho 83651	1	No par value Common

ARTICLES OF INCORPORATION-6.

ARTICLE VII.

The Board of Directors shall consist of five directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than three nor more than seven.

ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or

not so interested.

IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 23rd day of May, 1977.

Donald G. Hull
Donald G. Hull

Gary E. Wood
Gary E. Wood

Donald K. Aman
Donald K. Aman

STATE OF IDAHO)
 : ss
County of Canyon)

On this 23rd day of May, 1977, before me, the undersigned, a Notary Public in and for said State, personally appeared DONALD G. HULL, GARY E. WOOD and DONALD K. AMAN, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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.

Jan Sawyers
Notary Public for Idaho
Residing at Nampa, Idaho