



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD 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 original of the articles of incorporation of

HESSING-THURBER LEASING INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **December,** A.D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ duly recorded on ~~film-microfilm~~ of Record of Domestic Corporations, of the State of Idaho, 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 **Boise** in the County of **Ada,**

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 **17th** day of **December**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION
Of
HESSING-THURBER LEASING INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, natural persons, all of whom are citizens of the United States and of the State of Idaho, and of the age of twenty-one years or more, acting as incorporators of the Corporation herein, under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is HESSING-THURBER LEASING INC.

ARTICLE II

Purposes of Corporation

(a) The purposes for which said corporation is formed are to engage in the buying, selling, owning, leasing and exchanging of personal property, land and real estate, including automobiles, new and used, owning, acquiring, holding, operating any personal property, including automobiles, trucks, and all types of motor vehicles for use, particularly in leasing the same to any persons, firms, or corporations, public or private; also the repairing, conditioning, exchanging, acquiring franchises of any and every sort for the purpose of such leasing and other activities; to borrow money, issue notes, mortgages, trust deeds, leases, or otherwise pledge any of the assets of the corporation for the payment of any of its obligations and to do any and all other and further acts and things or business under said corporate name which it may be authorized

to do from time to time by regular or special vote of the stockholders or by order and direction of the Board of Directors, it being the intent and purpose of this declaration of purpose not to limit the acts which may be done by the corporation under the laws of the State of Idaho.

(b) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by any foreign country.

(c) Subject to any specific written limitations or restrictions imposed by law, or these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section (a) of this Article, the corporation shall have and exercise all powers specified pursuant to Section 30-114 Idaho Code.

(d) The corporation shall have the power to use its surplus earnings or accumulated profits from time to time in the purchase or acquisition of its own capital stock as its Board of Directors may determine, which capital stock may be held as its treasury stock to be thereafter disposed of as the Board of Directors may deem proper, and to buy, purchase, hold, deal in, sell, mortgage, or otherwise pledge the stock of any other corporation which this corporation may be permitted to deal in.

ARTICLE III

Registered Office

The registered office of the corporation shall be Boise, Ada County, Idaho, or at such other place as may be determined from time to time by the Board of Directors.

ARTICLE IV

Period of Duration

This corporation shall have perpetual existence.

ARTICLE V

Authorized Stock

Section 1. The total authorized capital stock of the corporation shall be divided into 25,000 shares, all of which shall be common stock of the par value of the par value of \$1.00 per share, or a total authorized capital stock of \$25,000.00.

Section 2. The private property of the owners of stock of this corporation shall not be subject to the payment of corporate debts and shall not be subject to assignment for the purpose of paying expenses or paying debts of the corporation, and shall be non-assessable.

Section 3. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record. Such stock may be voted in any manner authorized by law.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the corporation, as permitted by law, dividends payable

either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

Board of Directors and Meetings of Shareholders

Section 1. Meetings of Stockholders. Meetings of the shareholders of the corporation may be held at such place, either within or without the State of Idaho as may be provided in the By-laws and agreed to by all such stockholders, otherwise, all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. By-laws. The initial By-laws of the corporation shall be adopted by its Board of Directors or by the stockholders in meeting assembled for such purpose. The power to alter, amend or repeal the said By-laws or adopt new By-laws shall be reserved to the stockholders, except as may be authorized in stockholders' meeting for the Board of Directors to exercise such power. The affirmative vote of not less than the holders of two-thirds in number of the total number of shares issued and outstanding shall be necessary to exercise such power as pertains to the stockholders, but unanimous vote of all the Directors shall be necessary for the exercise of such power.

ARTICLE VII

Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members.

Section 2. Increase of Directors. The number of Directors is to be not less than three nor more than five, which number may

be increased or decreased from time to time by vote of the stockholders, but no decrease shall have the effect of shortening the term of any incumbent director, and such directors shall when duly elected, hold their offices until their successors shall be duly elected and qualified. All officers and directors of the corporation, unless unanimously agreed upon otherwise by the stockholders, shall be stockholders in the corporation.

ARTICLE VIII

Incorporators


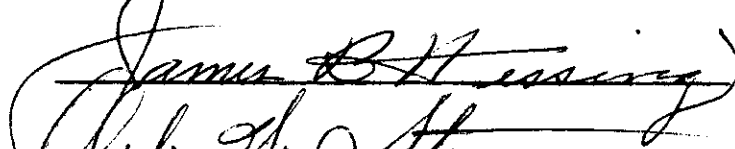
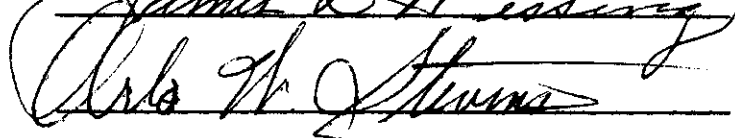
The names and postoffice addresses of the incorporators and the number of shares of common stock subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Subscription</u>
Waldo A. Thurber	617 Wyndemere Boise, Idaho	One Share
James B. Hessing	1000 Greenwood Circle Boise, Idaho	One Share
Orlo W. Stevens	1923 Manitou Boise, Idaho	One Share

ARTICLE IX

These Articles may be amended, altered, modified, repealed or added to by any special or general meeting of the stockholders in any manner, now or hereafter, provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands this 15th day of December, 1964.

STATE OF IDAHO)
 (
County of Ada) ss.

On this 16th day of December, 1964, before me, the undersigned, a Notary Public in and for said state, personally appeared WALDO A. THURBER, JAMES B. HESSING and ORLO W. STEVENS, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand the day and year first above written.

Grace McCay
Notary Public for Idaho
Residing at Boise, Idaho

NOTARY PUBLIC - BOISE, IDAHO
My Commission Expires Sept. 14, 1968