



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

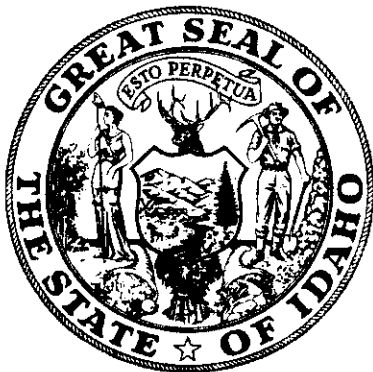
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I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_ ,  
duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received  
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated \_\_\_\_\_, 1930.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
TOM LYONS TOYOTA, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: Tom Lyons Toyota, Inc.

ARTICLE II

Term of Existence

This corporation shall exist in perpetuity, from and after the date of filing this Certificate of Incorporation with the Secretary of State of the State of Idaho, unless sooner dissolved or disincorporated according to law.

ARTICLE III

Objects and Purposes

The nature, objects and purposes of the business to be transacted is as follows:

To purchase, exhibit, demonstrate, sell, let, repair and deal in automobiles and trucks of all kinds; and all parts, accessories, and supplies for motor vehicles of all kinds; to buy or lease real estate and erect thereon a building or buildings for those purposes.

To carry on any other lawful business whatsoever which may appear to the corporation calculated, directly or indirectly,

to promote the interests of the corporation or to enhance the value of its property; and to have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations organized under the laws of the State of Idaho, whether now or hereafter in effect, and whether or not herein specifically mentioned.

#### ARTICLE IV

##### Capital Stock

The total number of shares of capital stock which this corporation shall have authority to issue is One Thousand (1,000) shares, all of no par value, and shall be designated as common stock. All or any part of the capital stock may be issued by the corporation from time to time and for such consideration and on such terms as may be determined and fixed by the Board of Directors, without action by the stockholders, as provided by law, unless the Board of Directors deems it advisable to obtain the advice of the stockholders. Said stock may be issued for money, property, services or other things of value and when issued shall be issued fully paid and non-assessable. The preferences and relative participating optional or other special rights and qualifications, limitations or restrictions thereof, of capital stock of the corporation are as follows:

1. Dividends. Dividends may be paid upon the capital stock and, when declared by the Board of Directors, out of funds of the corporation legally available therefor.

2. Payment on Liquidation. Upon any liquidation, dissolution and termination of the corporation, and after payment or setting aside an amount sufficient to provide for payment in

full of all debts and liabilities of, and other claims against, the corporation, the remaining assets shall be distributed pro rata to the holder of the capital stock.

3. Voting Rights. The sole voting power shall be and remain solely in the capital stock, each holder of capital stock being entitled to one vote for each share thereof held.

4. Cumulative Voting. Cumulative voting shall be allowed.

5. Pre-emptive Rights. Shareholders shall have pre-emptive rights to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

## ARTICLE V

### Offices

The address of the initial registered office of the corporation is 211 North Blaine Street, Moscow, Idaho 83843. The name of its initial registered agent at such address is Thomas B. Lyons. The principal office of this corporation and its principal place of business is 211 North Blaine Street, Moscow, Idaho 83843. The corporation may conduct part or all of its business in the County of Latah, or in the State of Idaho or in the United States, or anywhere in the world, and may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

## ARTICLE VI

### Board of Directors

The business and affairs of this corporation and the management thereof shall be vested in a Board of Directors

consisting of not less than three (3) nor more than seven (7) members, who need not be stockholders of the corporation. The persons, together with their addresses, who shall act as such directors for the first year of existence of this corporation and until their successors shall be duly elected and qualified will be:

Thomas B. Lyons	211 North Blaine Street Moscow Idaho 83843
Marylen H. Lyons	211 North Blaine Street Moscow Idaho 83843
Gary A. Margolin	1911 11th Street Boulder, Colorado 80302

The number of directors may be increased from time to time, within the limits stated aforesaid, by action of the majority of the whole Board of Directors; but the number of directors may thereafter be decreased only by the stockholders of the corporation at an annual or special meeting thereof.

#### ARTICLE VII

##### Rights of Directors and Officers to Contract with Corporation

Any of the directors or officers of this corporation shall not, in absence of fraud, be disqualified from his office by dealing or contracting with this corporation either as a vendor, purchaser or otherwise, nor shall any firm, association or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner, be disqualified. No officer or director, nor any firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its stockholders for any profit

realized by him from or through any such transaction or contract, it being expressly the intent and purpose of this Article to permit this corporation to buy from, sell to or otherwise deal with partnerships, firms or corporations of which the directors and officers of this corporation, or any one or more of them, may be members, directors or officers, or in which they or any of them may have a pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such membership.

#### ARTICLE VIII

##### Incorporators


The name and address of each incorporator is:

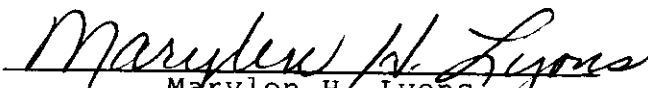
Thomas B. Lyons	211 North Blaine Street Moscow, Idaho 83843
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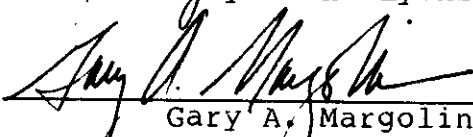
Marylen H. Lyons	211 North Blaine Street Moscow Idaho 83843
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Gary A. Margolin	1911 11th Street Boulder, Colorado 80302
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IN WITNESS WHEREOF, the above-mentioned incorporators have hereunto set their hands and seals this 8<sup>th</sup> day of April, 1980.

  
Thomas B. Lyons

  
Marylen H. Lyons

  
Gary A. Margolin

STATE OF COLORADO

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COUNTY OF BOULDER

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VERIFICATION

I, Victoria Honeycutt, a Notary Public, hereby certify that on the 8th day of April, 1980, personally appeared before me Thomas B. Lyons, Marylen H. Lyons and Gary A. Margolin, who, being by me first duly sworn, declared that they were the persons who signed the foregoing document as incorporators and that the statements herein contained are true.

Victoria Honeycutt  
Notary Public

My commission expires: March 30, 1981.