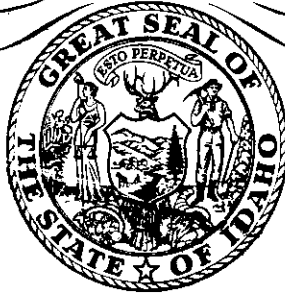


State of Idaho



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

NATIONAL AUTOMOBILE CLUB, INC.

was filed in the office of the Secretary of State on the **Eighth** day of **May** A. D. One Thousand Nine Hundred **Sixty-four** and is duly recorded on Film No. **123** 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 and Sections 30-1001 to 30-1005, inclusive, 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 **Twin Falls** in the County of **Twin Falls** and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations as provided in Chapter 10, Title 30, Idaho Code.

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 **8th** day of **May**, A.D., 19 **64**.

Secretary of State.

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1 (c) To endeavor to do all things necessary to promote
2 the interests and welfare of the members of such association or
3 automobile club and to encourage safe, convenient, pleasureable
4 and comfortable motor travel;

5 (d) Prevent abuses in the use and operation of all
6 types of self-propelled motor powered vehicles and to minimize
7 road hazards and mishaps and ease their unfortunate effects;

8 (e) Enhance the welfare of motorises and motoring
9 generally;

10 (f) Promote and encourage the construction, improve-
11 ment and maintenance of improved highways;

12 (g) Advocate the enactment of fair, just and equitable
13 laws, ordinances, rules and regulations, safety codes and prac-
14 ices relating to the use of motor vehicles, and the rights and
15 privileges of the owners and users thereof, and to encourage
16 and assist in the proper enforcement of all such laws and regula-
17 tions;

18 (h) Affiliate, associate and cooperate with other and
19 similar organizations, associations and clubs which have for
20 their purposes the same or similar purposes as this club or
21 association;

22 (i) Assist and otherwise protect members, owners and
23 operators of motor vehicles and other self-propelled power
24 driven vehicles in their lawful and legal rights;

25 (j) Assemble, prepare, publish and disseminate tour-
26 ing and travel information and to furnish information and advice
27 to its members on any and all matters pertaining to or affecting
28 their welfare, pleasure, safety, convenience and interests as
motorists;

1 (k) Render aid, assistance, protection, guidance and
2 services to its members while motoring and especially in times
3 of distress and emergency;

4 (l) To purchase, sell and otherwise deal in traveling
5 and motoring aids, devices, guides and services, automobile
6 accessories, parts and equipment of all types;

7 (m) Maintain and operate automobile repair shops or
8 service;

9 (m) Maintain and operate service stations and deal in
10 petroleum products and all other things normally incident to the
11 operation of a service station or repair shop;

12 (o) Deal in automobiles and other motorized equipment,
13 either new or used;

14 (p) Establish a central office and such subsidiary
15 or branch offices or agencies as are or may become necessary,
16 advisable, convenient or desirable to more fully serve the mem-
17 bers and carry out the purposes of this association or club;

18 (q) Acquire by purchase, lease, contract, concession
19 or otherwise, and to own, develop, explore, exploit, improve,
20 operate, lease, enjoy, control, manage or otherwise turn to
21 account and to mortgage, grant, sell, assign, exchange, convey or
22 otherwise dispose of, in any country, state, locality, territory
23 or dependents of the United States or any other country, any and
24 all real estate, lands, options, concessions, grants, land patents,
25 franchises, rights, privileges, easements, tenements, estates,
26 hereditaments, interest, chattels and properties or property
27 rights of every description and nature whatsoever which the club
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1 or association may deem wise, proper, necessary or convenient for
2 the conduct and operation of the affairs of the association or
3 club.

4 (r) Borrow or raise money, from time to time, and
5 without limit, and upon any terms, in furtherance of any of the
6 purpose of the club or association; to authorize the issuance
7 of notes and other obligations or evidences of indebtedness of
8 the club or association for moneys so borrowed; and to secure
9 the payment of the same and of the interest thereon by mortgage
10 upon, or pledge, conveyance, or assignment in trust of, the whole
11 or any part of the property, real or personal, of the association
12 or club, and whether at the time owned or thereafter acquired;

13 (s) Enter into, make, execute, perform and carry out
14 contracts of every kind and nature with any person, firm, associa-
15 tion or corporation, which may be deemed necessary, advisable
16 or convenient for the purpose of carrying out or furthering any
17 of the above objects and purposes;

18 (t) Arrange with any person, firm or corporation, the
19 management of any of the business and affairs of the corporation
20 for and on behalf of this association;

21 (u) Secure, re-purchase and hold shares of its member-
22 ship certificates and of the capital stock of any other corpora-
23 tion;

24 (v) Arrange with any other person, firm or corporation
25 to furnish to the members of this automobile club any benefit,
26 advantage or service, which this association shall be authorized
27 to furnish to its members;

1 (w) Do each and all things set forth herein to the
2 same extent and as fully as natural persons might or could do in
3 the State of Idaho, and in any other state, country or place;

4 The foregoing clauses shall be construed as objects,
5 purposes and powers; and it is hereby expressly provided that any
6 enumeration of specific powers shall not be held to limit or
7 restrict in any manner the powers of this association or club.

8 ARTICLE III.

9 In no event shall any income or assets of this corpora-
10 tion be distributed to or inure to the benefit of any member,
11 director, or officer of this corporation, either directly or
12 indirectly, other than as bona fide expenses in carrying out the
13 directions and authorities of the Board of Directors and officers
14 hereof in carrying out the purposes of the automobile club. In
15 the event of the termination, liquidation or dissolution of this
16 corporation for any reason, all of the assets thereof shall be
17 distributed to another corporation holding a certificate of
18 exemption from the United States Treasury or to such public
19 organization devoted exclusively to charitable and educational
20 ends.

21 ARTICLE IV.

22 This corporation shall have perpetual existence.

23 ARTICLE V.

24 The location and post office address of the registered
25 office of this corporation is the National Automobile Club, Inc.,
26 P. O. Box 1292, Twin Falls, Idaho.

27 ARTICLE VI.

28 There shall be no capital stock of this corporation,

1 but there shall be issued membership cards to each member hereof
2 which cards cannot be assigned so that the transferee thereof
3 can become a member of this automobile club, except by approval
4 of the Board of Directors and under such regulations as the by-
5 laws may prescribe. The rights and interests of all members in
6 this corporation shall be equal, and no member can have or acquire
7 a greater interest than any other member. Members with dues in
8 good standing are entitled to a membership card for the current
9 year.

10 ARTICLE VII.

11 The names of the incorporators are as follows:

12	Blaine K. Tidwell	Filer, Idaho
	Roxann Tidwell	Filer, Idaho
13	William L. Nungester	Buhl, Idaho
	Arlo Wilson	Buhl, Idaho
14	Eileen Wilson	Buhl, Idaho

15 all being residents of Twin Falls County, Idaho.

16 ARTICLE VIII.

17 The private property of any member of the corporation
18 shall not be subject to the payment of corporate debts to any
19 extent whatsoever, and the membership card shall not be subject
20 to assessment for any purpose of paying expenses, conducting
21 business or paying debts of the automobile club.

22 ARTICLE IX.

23 The number of directors of the automobile club shall
24 be specified in the by-laws and such number may, from time to
25 time be increased or decreased in such manner as may be prescrib-
26 ed in the by-laws, provided that the number of directors shall
27 not be less than five (5). The officers of the automobile club
28 shall be elected at the annual meeting of the automobile club
as provided by the by-laws.

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ARTICLE X.

The Board of Directors is expressly authorized to re-
peal and amend the By-Laws of the corporation and to adopt new
By-Laws as provided therein.

ARTICLE XI.

The jurisdictional limits of this corporation shall be
world-wide and offices may be maintained and directors or stock-
holders meetings may be held at any place.

ARTICLE XII.

The authorized number and qualification of members of
this corporation, the different classes of membership, if any,
voting and other rights and privileges of each class of member-
ship, and the liability of each and all classes of members for
dues and assessments, if any, and the method of collection thereof
shall be set forth in the By-Laws of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands
and seals this 4th day of May, 1964.

Blaine K. Lawrence

Frank C. Adair

William L. Nungester

Paul L. Wilson

Eileen O. Wilson

1 STATE OF IDAHO :
2 : ss.
3 County of Twin Falls :

4 On this 4th day of May, 1964, before me, the under-
5 signed, a Notary Public in and for said State, personally appeared
6 Blaine K. Tidwell, Roxann Tidwell, William L. Nungester, Arlo
7 Wilson and Eileen Wilson, known to me to be the persons whose
8 names are subscribed to the within instrument, and acknowledged
9 to me that they executed the same, and that they were citizens
10 of the United States and over the age of twenty-one years.

11 IN WITNESS WHEREOF, I have hereunto set my hand and
12 affixed my notarial seal the day and year in this certificate
13 first above written.
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John C. Hepworth
Notary Public for Idaho
Residing at Buhl, Idaho