

ARTICLES OF INCORPORATION
OF
LEE DINGES VOLKSWAGEN, INC.

WE, the undersigned, LEE DINGES, GERALD B. ANDERSON, HELEN M. DINGES and JACQUELYN ANDERSON, being natural persons of the age of twenty-one years or more, and citizens of the United States, for the purpose of forming a corporation under the provisions of Title 30 of the Idaho Code, relating to general business corporations, do hereby adopt the following articles of incorporation:

FIRST: The name of the corporation shall be LEE DINGES VOLKSWAGEN, INC.

SECOND: The purposes of the corporation are to engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used trucks and other motor vehicles used in connection therewith; and the purchasing, acquiring, owning, selling and generally dealing in all types of supplies used by all types of motor vehicles and to do such other things as are incidental, proper or necessary to the operation of the business or to the carrying out of any or all other purposes.

THIRD: The duration of the corporation is perpetual.

FOURTH: The location and post office address of the registered office of the corporation of the State of Idaho is 1117 Main Street, Lewiston, Idaho 83501

FIFTH: The total authorized number of shares is 100,000.00; the shares shall have a par value of \$1.00 per share. All shares shall be of one class and shall have equal rights and voting powers.

SIXTH: The name and post office address of each of the incorporators, and the number and class of shares for which each subscribes is:

LEE DINGES, 3824 - 11th St., Lewiston, Idaho, 29,999 shares;

GERALD B. ANDERSON, 809-1/2 Sixth Lewiston, Ida. 29,999 shares;

HELEN M. DINGES, 3824 - 11th St. Lewiston, Ida. 1 share;

JACQUELYN ANDERSON, 809-1/2 Sixth Lewiston, Ida. 1 share;

SEVENTH: The affairs of this corporation shall be conducted by a Board of three directors who shall be stockholders of the corporation, and by such officers as the said Board of Directors may from time to time elect or appoint.

IN WITNESS WHEREOF the parties hereto have hereunto set their hands and seals this 25th day of November, 1970.

Lee Dinges (SEAL)

Gerald B. Anderson (SEAL)

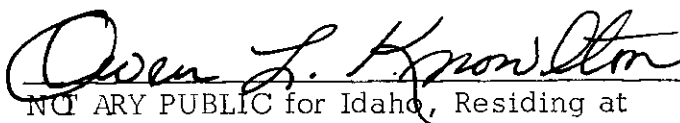
Helen M. Dinges (SEAL)

Jacquelyn Anderson (SEAL)

STATE OF IDAHO,)
 : ss.
County of Nez Perce)

On this 25th day of November, 1970, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally appeared
LEE DINGES, GERALD B. ANDERSON, HELEN M. DINGES and JACQUELYN
ANDERSON, 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 and affixed my
notarial seal, the day and year in this certificate above written.


NOTARY PUBLIC for Idaho, Residing at
Lewiston, therein.

(SEAL)