



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

B.J.L., INC.

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 the above named corporation, 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: **April 21, 1989**



Pete T. Cenarrusa
SECRETARY OF STATE

by: *M. J. [Signature]*

ARTICLES OF INCORPORATION

OF

B.J.L., INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME

The name of corporation is B.J.L., INC.

ARTICLE II.

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III.

PURPOSES AND POWERS

The purposes of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES:

1. 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 automobiles, trucks, trailers, and other motor vehicles and any parts or accessories used in connection therewith; and all business incidental or in anyway connected

therewith.

1 2. To buy, sell, trade, manufacture, deal in and with
2 goods, wares, and merchandise of every kind and nature, and to
3 carry on such business as wholesalers, retailers, importers,
4 and exporters; to acquire all such merchandise, supplies,
5 materials, and other articles as shall be necessary or
6 incidental to such business; and to have any and all powers to
7 carry out the purposes above set forth as fully as natural
8 persons, whether as principals, agents, trustees, or otherwise.

9 3. To generally engage in, do and perform any
10 enterprise, act or vocation that a natural person might or
11 could do or perform.

12 4. To engage in the manufacture, sale, purchase,
13 importing and exporting of merchandise and personal property of
14 all matter and description, to act as agents for the purchase,
15 sale, handling of goods, wares and merchandise of any and all
16 types and descriptions for the account of the corporation or as
17 factor agent, procurer or otherwise for or on behalf of another.

18 5. The purposes specified herein shall be construed
19 both as purposes and powers and shall be in no way limited nor
20 restricted by reference to or inference from the terms of any
21 other clause in this or any other article, but the purposes and
22 powers specified in each of the clauses herein shall be
23 regarded as independent purposes and powers and the enumeration
24 of specific purposes and powers shall not be construed to limit
25 nor restrict in any manner the meaning of the general terms of
26 of the general powers of the corporation; nor, shall the

1 expression of one thing be deemed to exclude another, although
2 it be of like nature not expressed.

3 SECTION 2 POWERS: This corporation shall have all of
4 the powers specified in the Idaho Business Corporation Act,
5 Chapter 1, Title 30, Idaho Code. As examples and not as
6 limitations, this corporation shall have the power to do the
7 following:

8 1. To have and to exercise all powers now or hereafter
9 conferred by the laws of the State of Idaho upon corporations
10 organized pursuant to the laws under which the corporation is
11 organized and any and all acts amendatory thereof and
12 supplemental thereto.

13 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do
14 all and everything necessary, suitable, or proper for the
15 accomplishment of any of the purposes, the attainment of any of
16 the objects, or the exercise of any of the powers herein set
17 forth, either alone or in conjunction with other corporations,
18 firms or individuals, and either as principals or agents, and
19 to do every other act or acts, thing or things, incidental or
20 appurtenant to or growing out of or connected with the
21 above-mentioned objects, purposes or powers.

22 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and
23 carry on its business or any branch thereof in any state or
24 territory of the United States or in any foreign country in
25 conformity with the laws of such state, territory, or foreign
26 country, and to have and maintain in any state, territory or
foregoing country, a business office, plant, store or other

facility.

1 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In
2 general, to manage, operate and carry on any other business in
3 connection with the foregoing powers, and to have and exercise
4 all the powers conferred on similar (business or as the case
5 may be) corporations formed under the laws of the State of
6 Idaho, and any amendments thereto.

7 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY:
8 The corporation hereby formed shall have power to purchase,
9 lease, or otherwise acquire by bequest, devise, gift, or other
10 means, and to hold, own, manage, or develop, and to mortgage,
11 hypothecate, deed in trust, sell, convey, exchange, option,
12 subdivide, or otherwise dispose of real and personal property
13 of every class and description and any estate or interest
14 therein, as may be necessary or convenient for the proper
15 conduct of the affairs of the corporation, without limitation
16 as to amount or value, in any of the states, districts, or
17 territories of the United States, and in any and all foreign
18 countries, subject to the laws of any such states, districts,
19 territories or countries.

20 6. ACQUISITION OF REAL PROPERTY: To take, buy,
21 exchange, lease or otherwise acquire real property and any
22 interest or right therein, and to hold, own, operate, control,
23 maintain, manage, and develop such property and interest in any
24 manner that may be necessary, useful, or advantageous for the
25 purposes of this corporation.

26 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To

1 erect, construct, maintain, improve, rebuild, enlarge, alter,
2 manage and control, directly or through ownership of stock in
3 any corporation, any and all kinds of buildings, houses,
4 stores, offices, shops, warehouses, factories, mills,
5 machinery, and plants, and any and all other structures and
6 erections that may at any time be necessary, useful, or
7 advantageous for the purposes of the corporation.

8 8. ACQUISITION OF PERSONAL PROPERTY: To take,
9 purchase, or otherwise acquire, and to own and hold such
10 personal property, chattels, chattels real, rights, easements,
11 privileges, choses in action, notes, bonds, mortgages and
12 securities as may lawfully be acquired and held by corporations
13 under the laws of the State of Idaho.

14 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
15 exchange, lease, and otherwise deal in and dispose of such real
16 and personal property, lands, buildings, chattels, chattels
17 real, rights, easements, privileges, choses in action, notes,
18 bonds, mortgages, and securities as may lawfully be acquired,
19 held or disposed of by the corporation under the laws of the
20 State of Idaho.

21 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To
22 acquire all or any part of the good will, rights, franchises,
23 property and business of any person, firm, association or
24 corporation, engaged in any business similar to the business of
25 this corporation, and to pay for it in cash or in stock or
26 obligations of the corporation or otherwise, and to hold,
utilize, enjoy, and in any manner dispose of the whole or any

1 part of the rights and properties so acquired, and to assume in
2 connection therewith any liabilities of any such person, firm,
3 association, or corporation, and to conduct in a lawful manner
the whole or any part of the business thus acquired.

4 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL

5 POWER: To enter into and perform all manner and kinds of
6 contracts, agreements and obligations, for any lawful purpose
7 by or with any person, firm, association, corporation or
8 governmental division or subdivision.

9 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING

10 CONTRACTS: To enter into and to perform or cancel and rescind
11 contracts of underwriting of the securities of any corporation,
12 association, partnership, firm, trustee, syndicate, individual,
13 or governmental division or subdivision, domestic or foreign,
14 or of any combination, organization or entity, domestic or
15 foreign, and to act as manager of any underwriting or
16 purchasing or selling syndicate.

17 13. ASSISTANCE TO OTHER BUSINESSES: To promote and

18 assist, financially or otherwise, corporations, firms,
19 syndicates, associations, individuals, and other, and to give
20 any guaranty in connection therewith or otherwise for the
21 payment of money or for the performance of any other
22 undertaking or obligation.

23 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND

24 LICENSES: From time to time to apply for, purchase or
25 acquired, by assignment, transfer, or otherwise, and to
26 exercise, carry out, and enjoy any license, power, authority,

1 franchise, concession, right or privilege that any government
2 or authority, Federal, State, or local, or any corporation or
3 other legal entity may be empowered to enact, make, or grant,
4 and to pay for, aid in, and contributed toward carrying it into
5 effect and to appropriate any of the company's stock, bonds,
6 and assets to defray the necessary costs, charges and expenses
7 thereof.

8 15. ENTRANCE INTO PARTNERSHIPS: To enter into
9 partnership agreements and joint ventures with any person,
10 firm, association, or corporation engaged in carrying on any
11 business in which the corporation is authorized to engage, or
12 in connection with carrying out all or any of the purposes of
13 this corporation.

14 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join
15 or consolidate with, and to enter into agreements and
16 cooperative relations not in contravention of law with, any
17 persons, firms, associations or corporations, governmental,
18 municipal, or otherwise, in connection with carrying out all or
19 any of the purposes of this corporation.

20 17. ACTING AS GUARANTOR: To endorse or guarantee the
21 payment of principal of, or interest on, bonds, notes, or other
22 evidences of indebtedness or obligations, and to guarantee the
23 performance of any other contracts or other undertakings in
24 which the corporation may otherwise be or become interest, of
25 any corporation, association, partnership, firm, trustee,
26 syndicate, individual or governmental division or subdivision,
domestic or foreign, insofar as may be permitted by law.

1 18. INSURANCE OF COMMERCIAL PAPER: To borrow money,
2 and to draw, make, accept, endorse, issue, sell or otherwise
3 deal lawfully in promissory notes, bills of exchange, bonds,
4 debentures, or any other negotiable or transferable obligations
5 or instruments from time to time, for any purpose of or
6 concerning the business of the corporation.

7 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
8 INDEBTEDNESS: To secure the payment of corporate indebtedness
9 by executing mortgages, deeds of trust, pledges, or similar
10 instruments with respect to all or any part of the property of
11 the corporation, whether now owned or to be acquired in the
12 future.

13 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT
14 THEREFORE: To issue both preferred and common stock and accept
15 payment of subscriptions therefore and such installments in
16 such manner, on such terms, in money or in property, real or
17 personal, or both, as shall be determined by the board of
18 directors.

19 21. INVESTMENT IN SECURITIES: To acquire by purchase,
20 subscription, contract, or otherwise, and to hold for
21 investment or otherwise, to sell, discount or re-discount,
22 exchange, mortgage, pledge, or otherwise dispose of, and
23 generally to deal in and with all forms of securities
24 including, but not by way of limitation, shares, stocks, bonds,
25 debentures, notes, scrip, mortgages, and choses in action of
26 all kinds, both as principal and as agent, and while the holder
thereof, to exercise all the rights and privileges of ownership

1 the same as may be permitted to natural persons, including the
2 right to vote thereon.

3 22. LOAN OR ADVANCE OF MONEY: To lend and advance
4 money or to give credit to such persons and on such terms as
5 may seem expedient, and in particular to customers and others
6 having dealings with the corporation; and to guarantee or give
7 security for the loans of its customers; but, nothing contained
8 herein shall be construed to give this corporation banking
9 powers.

10 23. SUPPORT OF CHARITIES: To support and subscribed to
11 any charitable or public institution, organization, or club
12 that may be for the benefit of the corporation or its employees
13 or stockholders, or may be connected with any city or place
14 where the corporation does business, or to organize such
15 institutions, organizations or clubs, if it shall be deemed
16 necessary.

17 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE:
18 To establish and maintain a fund to provide pensions for the
19 benefit of employees and their dependents, and to establish and
20 contribute to group life and health insurance plans for the
21 benefit of employees and their dependents.

22 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To
23 enter into any kind of profit-sharing plan with its officers or
24 employees that the corporation may deem advantageous or
25 expedient, or otherwise to reward or pay those persons who have
26 been largely responsible for a current year's profits and who
will be primarily responsible for the corporation's continued

success, as the directors may deem fit.

1 26. RESERVATION OF INCIDENTAL POWERS: The above
2 enumerated powers shall not be construed as limiting or
3 restricting in any manner the powers of this corporation which
4 shall always have such incidental powers as may be connected
5 with or related to any specific power herein enumerated.

6 SECTION IV.

7 STOCK

8 SECTION 1. Description and Classes of Shares: There
9 shall be one class of shares, all of which shall be common
10 stock.

11 SECTION 2. Number of Shares: The aggregate number of
12 shares which this corporation shall have authority to issue is
13 1,000 shares, with a par value of \$100.00 per share, for an
14 aggregate par value of \$100,000.00.

15 SECTION 3. Voting Rights: Each share shall have equal
16 voting powers; each shall entitle the holder to one vote.

17 SECTION 4. Nonassessible: No shares shall be issued
18 until the same are fully paid for, and when fully paid for, the
19 same shall be nonassessible. There shall be stated on each
20 stock certificate in print the following: "The shares
21 represented by this certificate are fully paid for and
22 nonassessible."

23 SECTION 5. Stock Loss Taxation: In the case of an
24 individual, a loss of common stock issued by this corporation
25 to such individual or to a partnership which would be treated
26 as a loss from the sale or exchange of a capital asset shall,

1 to the extent provided in the Internal Revenue Code, Section
2 1244, be treated as an ordinary loss.

3 ARTICLE V.

4 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

5 SECTION 1. Meetings of Shareholders and Directors: Meetings
6 of the shareholders and directors of this corporation may be
7 held within or without the State of Idaho at such place or
8 places as may from time to time be designated in the code of
9 bylaws or by resolution of the board of directors.

10 SECTION 2. Code of Bylaws: The initial code of bylaws
11 of this corporation shall be adopted by its shareholders. The
12 power to amend or repeal the bylaws or to adopt a new code of
13 bylaws shall be in the shareholders, but the affirmative vote
14 of the holders of a majority of the share outstanding shall be
15 necessary to exercise the power. The code of bylaws may
16 contain any provisions for the regulation and management of
17 this corporation which are consistent with the Idaho Business
18 Corporation Act and these Articles of Incorporation.

19 ARTICLE VI.

20 REGISTERED OFFICE AND REGISTERED AGENT

21 The initial registered agent in the State of Idaho of
22 this corporation is:

23 Brian Mattson
24 c/o Dollar Rent-a-Car
25 1470 N. Skyline
26 Idaho Falls ID 83402

1 The initial registered office in the State of Idaho of
2 this corporation has the address as follows:

3 1470 N. Skyline
4 Idaho Falls ID 83402

5 ARTICLE VII.

6 The initial incorporator will constitute the initial
7 Board of Directors, and shall serve as director until the first
8 annual meeting of shareholders or until successors shall be
9 elected and qualify.

10 ARTICLE VIII.

11 INFORMATION ON THE INCORPORATORS

12 The name and post office address of each incorporator is
13 as follows:

14 Brian Mattson, Johnny K. Ward,
15 L.D. Ward
16 c/o 20th Century Ford
17 P.O. Box 988
18 Blackfoot ID 83221

19 IN WITNESS HEREOF, The undersigned, being the
20 incorporators of this corporation, execute the Articles of
21 Incorporation in triplicate and certifies to the truth of the
22 facts therein stated.

23 Dated this 17 day of April, 1989.

24 
25 BRIAN MATTSON

26 
L.D. WARD

27 
28 JOHNNY K. WARD

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that on this 10 day of April, 1989, before me personally appeared BRIAN MATTSON, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

[Signature]
NOTARY PUBLIC
Residing: Idaho Falls
Commission expires: 9/27/91

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho certify that on this 10 day of April, 1989, before me personally appeared L.D. WARD, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

[Signature]
NOTARY PUBLIC
Residing: Idaho Falls
Commission expires: 9/27/91

STATE OF IDAHO)
)
COUNTY OF BONNEVILLE)

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho certify that on this 7 day of April, 1989, before me personally appeared JOHNNY K. WARD, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

[Signature]
NOTARY PUBLIC
Residing: Idaho Falls
Commission expires: 9/27/91

SWAFFORD LAW OFFICE, CHARTERED
ATTORNEY AT LAW
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