

**FILED**

**98 JUL 20 PM 12:04**  
**SECRETARY OF STATE**  
**STATE OF IDAHO**

**ARTICLES OF INCORPORATION OF  
SUZUKI-POLARIS OF TWIN FALLS, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned, being of full age and a citizen of the United States, has this day associated for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act.

I hereby certify in writing:

**ARTICLE I - NAME**

The name of the corporation shall be Suzuki-Polaris of Twin Falls, Inc.

**ARTICLE II - PURPOSES AND POWERS**

The purposes for which said corporation is formed are:

A. To sell, snowmobiles, ATVs, motorcycles and related parts and accessories.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade, and deal in any and all types and kinds of goods, machinery, products, merchandise, and personal property of every class and description at wholesale or retail for and on the account of the corporation, or as manufacturer, broker, factor, or agent for others.

**IDAHO SECRETARY OF STATE**

**07/20/1998 09:00**

**CL: 243 CI: 91443 IN: 123382**

**1 1 100.00 = 100.00 CDP**  
**1 1 21.00 = 21.00 EXPDITE C**

C 124892

D. To enter into, make, perform, and carry out contracts of every sort and kind with any person, firm, corporation, or other legal entity and to acquire and take over the good will, property, rights, franchises, options, and assets of every kind and the liabilities of any person, firm, association, corporation, or other legal entity, either wholly or in part, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

E. To purchase or acquire property, business rights, or franchises, or for any other object in or about its business affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, or other evidence or indebtedness, and to acquire by purchase, gift, or otherwise, shares of its own corporate stock and cancel the same, or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagement, including the power to execute, endorse, and deliver

contracts, and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts, and undertakings of any other person, firm, partnership, or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligator.

G. Without in any manner limiting any of the objects, purposes, or powers of the corporation, the business or purposes of said corporation shall be, from time to time, to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this article of purposes shall be construed as both purposes and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on business corporations by the laws of the State of Idaho, all of which powers are hereby expressly claimed.

#### **ARTICLE III - DURATION**

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

#### **ARTICLE IV - REGISTERED OFFICE AND AGENT**

The registered office of said corporation in the State of Idaho shall be 204 Fourth Avenue East, Twin Falls, Idaho 83301. The registered agent shall be Randy J. Stoker.

#### **ARTICLE V - CORPORATE STOCK**

The aggregate number of shares the corporation shall have authority to issue is 100, all of which shall have a par value of \$1.00 per share.

#### **ARTICLE VI - INCORPORATOR**

The incorporator of this corporation is:

<u>Name and Address</u>	<u>Number of Shares</u>
Randy J. Stoker 204 Fourth Avenue East Twin Falls, Idaho 83301	1

#### **ARTICLE VII - ADDRESS OF INITIAL BOARD OF DIRECTORS**

The address of the initial board of directors shall be 204 Fourth Avenue East, Twin Falls, Idaho 83301

#### **ARTICLE VIII - MANAGEMENT**

The initial board of directors shall consist of two directors and shall be: Randy J. Stoker whose address is 204 Fourth Avenue East, Twin Falls, Idaho, and Brad Dey, whose address is 251 North College Drive, Twin Falls, Idaho. Thereafter the business of the corporation shall be managed by a board of at least two directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

**ARTICLE IX - BYLAWS**

The power to adopt, repeal, and amend the bylaws of the corporation shall be in the stockholders, and the bylaws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.


IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of July, 1998.

  
\_\_\_\_\_  
Randy J. Stoker

STATE OF IDAHO                    )  
                                          ) ss.  
County of Twin Falls            )

On this 15th day of July, 1998, before me, the undersigned, a Notary Public for Idaho, personally appeared Randy J. Stoker, known to me to be the person whose name is subscribed to in the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Twin Falls  
Comm. Exp. 2-13-2004