



CERTIFICATE OF INCORPORATION  
OF

CD'A AUTO MART, INC.

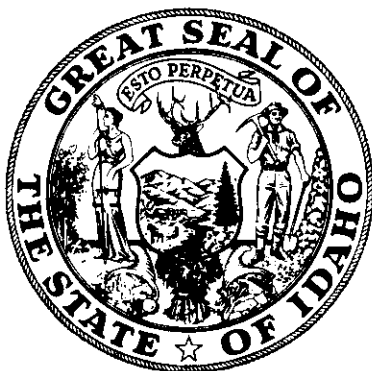
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

CD'A AUTO MART, INC.,

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 \_\_\_\_\_ January 6 \_\_\_\_\_, 19 81 .



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
CD'A AUTO MART, INC.

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SECRETARY OF  
STATE

We, JAMES DRECHSEL and CHKRLES V. KIMBALL, each being citizens of the United States of America, and each being over the age of twenty one (21) years, and desiring to form a corporation pursuant to the laws of the State of Idaho, and subscribing to shares of the corporation being organized pursuant hereto, and for the purposes of forming said corporation, do make, subscribe, and acknowledge the Articles of Incorporation thereof, and hereby adopt the following ARTICLES OF INCORPORATION:

I.

The name of this corporation shall be CD'A AUTO MART, INC.

II.

The specific and general purposes for which this corporation is formed are:

(a) To conduct the business of sales and service of automobiles and motor vehicles, and parts for automobiles and motor vehicles.

(b) To become a partner (either general or limited, or both) and to enter into agreements of partnership, with one or more persons or corporations, for the purposes of carrying on any business whatsoever which this corporation may deem proper and convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of

property or business.

(c) To issue stocks and/or bonds, to raise necessary capital to carry out the objectives of the corporation. To borrow money and lend money, and to execute notes, mortgages, pledges, deeds of trust, bills of exchange, bills of lading and other security devises to evidence or secure the same.

(d) To carry on any business which may be calculated to promote the interests of this corporation and to exercise all powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to which this corporation is formed; to conduct any business and exercise such powers in this state, or other states, in the District of Columbia, in the territories and possessions of the United States, and in foreign countries.

(e) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms and provisions of any other clause, but shall be regarded as independent purposes and powers.

(f) This corporation shall engage in any and all business contemplated and within the purview of Idaho Code 30-1-4, and subsequent sections to Title 30, Idaho Code.

### III.

The duration of this corporation shall be perpetual.

### IV.

The location of the post office address of this corporation shall be at 2307 North 4th, Coeur d'Alene, Idaho 83814.

V.

The resident agent for service upon this corporation shall be CHARLES H. KIMBALL, 2307 North 4th, Coeur d'Alene, Idaho 83814.

VI.

This corporation shall issue one class of common stock, the total number of such shares is 2,500; the aggregate par value of said shares shall be \$25,000.00; and the par value of each share is \$10.00.

VII.

The name and post office address for each incorporator and the number of shares subscribed to each are as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
James Drechsel	1702 Satre Avenue Coeur d'Alene, Id 83814	1
Charles V. Kimball	Rt 5, Box 77 Coeur d'Alene, Id 83814	1

VIII.

The name and post office address of each of the initial Board of Directors of the corporation is as follows:

<u>Name</u>	<u>Address</u>
James Drechsel	1702 Satre Avenue Coeur d'Alene, Idaho 83814
Charles V. Kimball	Rt 5, Box 77 Coeur d'Alene, Idaho 83814

The initial Board of Directors shall serve until the first election of a regular Board of Directors.

IN WITNESS WHEREOF, we, all being the incorporators above named, ahve hereunto set our hands and seals this 21 94

day of December, 1980.

James Drechsel  
James Drechsel, incorporator

CHARLES V. KIMBALL  
Charles V. Kimball, incorporator

STATE OF IDAHO                    )  
  ss.  
County of Kootenai            )

On the 21<sup>st</sup> day of December, 1980, before the undersigned Notary Public in and for the State of Idaho, personally appeared JAMES DRECHSEL and CHARLES V. KIMBALL, each and both known to me to be the persons whose names are subscribed to the foregoing instrument, and they each and both acknowledged to me that they executed the same as their free and voluntary deeds for the purposes therein set forth.

Ernest Banta  
Notary Public in and for the  
State of Idaho  
Residing at: Coeur d'Alene  
My commission expires: life term