FILED: JAN 13, 2022
OREGON SECRETARY OF STATE
191633396-22993747
HOMETOWN AUTO, INC. NEWINC

ARTICLES OF INCORPORATION
OF
HOMETOWN AUTO, INC.

The undersigned, a natural person over the age of eighteen (18) years, for the purpose of forming a corporation under the Oregon Business Corporation Act, hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be: **Hometown Auto, Inc.**

ARTICLE 2
TERM

The duration of the corporation's existence shall be perpetual.

ARTICLE 3
PRINCIPAL OFFICE

The location and street address of the corporation's principal office is:

888 Oregon Avenue
Burns, Oregon 97720

ARTICLE 4
PURPOSES AND POWERS

The purposes for which the corporation is organized are:

1. To generally engage in and carry on any and all lawful business for which corporations may be incorporated under the Oregon Business Corporations Act.

2. In furtherance of, and not in limitation to, the general powers conferred by the laws of the State of Oregon, it is expressly provided that the corporation shall also have the following powers:

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a. To acquire, by purchase or otherwise, to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of the corporation;

b. To acquire, by purchase or otherwise, to own, hold, cancel, reissue, sell, pledge or otherwise deal in the bonds, debentures, notes and other securities and obligations of the corporation;

c. To borrow money and give security therefor;

d. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal or public authority, domestic or foreign; and

e. To do any and all of the things in this article to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company of others.

PROVIDED, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under the Oregon Business Corporation Act, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.

ARTICLE 5
REGISTERED AGENT

The location and post office address of the registered office of the corporation in the State of Oregon, and the name of its registered agent at such address, shall be:

Tyrel W. Peasley
71166 Red Bard Road
Burns, Oregon 97720

ARTICLE 6
AUTHORIZED CAPITAL STOCK

The total number of shares authorized to be issued by the corporation is Ten Thousand (10,000) shares without par value, of which:

a. Five Thousand (5,000) shares shall be designated "Series A Shares" and Five Thousand (5,000) shares shall be designated "Series B Shares"; and

b. The relative rights, privileges, and limitations of the Series A Shares and Series B Shares shall be in all respects identical share for share, except that the voting power for the election of directors and for all other purposes, shall be vested exclusively in the holders of the

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Series A Shares and, except as otherwise required by law, the holders of Series B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Distributions of either Series A Shares or Series B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both series of shares. The corporation's shares of common voting stock may be issued from time to time for such consideration, in property, labor, services, money or profits of any kind, as shall be fixed by the Board of Directors, and each share when issued shall be fully paid and forever nonassessable.

The corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities or debts, rights or options entitling the holders thereof to purchase from the corporation shares of the corporation's stock. Such rights or options shall be evidenced in a manner approved by the Board of Directors.

ARTICLE 7
NO CUMULATIVE VOTING

The right to cumulatively vote shares of stock of the corporation is denied.

ARTICLE 8
QUORUM

At any meeting of the shareholders of the corporation, a majority of the outstanding shares of the corporation entitled to vote, present in person, by conference call, or represented by proxy, shall constitute a quorum for the transaction of business.

ARTICLE 9
INDEMNIFICATION

To the full extent permitted by the Oregon Business Corporation Act, a director of the corporation shall be fully indemnified by the corporation and its shareholders for any judgment, penalties, fines, settlements and reasonable expenses actually incurred by the director in a proceeding arising out of conduct as a director. Provided however that the corporation shall not indemnify a director, nor shall the director's liability be eliminated, for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the corporation has the power to indemnify under the Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

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ARTICLE 10
INTERESTED TRANSACTIONS

Any contract or other transaction between the corporation and any person, firm, or corporation, or a contract or other transaction in which the corporation is interested, shall not be invalidated or affected by (a) the fact that one or more of the directors of the corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; PROVIDED, HOWEVER, that such interest or circumstance is disclosed to the Board of Directors, or the Board of Directors has knowledge of the interest or circumstance prior to the transaction being entered into. In such event, each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the corporation for the benefit of him or herself or any firm or corporation in which he or she may be interested.

ARTICLE 11
AMENDMENT OF BYLAWS

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws, or to adopt new Bylaws, for the corporation.

ARTICLE 12
PREEMPTIVE RIGHTS

Shareholders of the corporation shall not have the preemptive right to acquire additional shares offered for sale by the corporation.

ARTICLE 13
EMPLOYMENT CONTRACTS

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of executive officers under such contracts.

ARTICLE 14
AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner, now or hereafter prescribed or permitted by statute. All rights of the stockholders of the corporation are granted subject to this reservation.

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ARTICLE 15
ORGANIZER

The name and post office address of the organizer of the corporation and where notices should be mailed is:

Tyrel W. Peasley
71166 Red Barn Road
Burns, Oregon 97720

The name and post office address of the individual with direct knowledge of the operations and business activities of the corporation is:

Tyrel W. Peasley
71166 Red Barn Road
Burns, Oregon 97720

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any officers, directors, employees or agents of the corporation. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

DATED this 27 day of December, 2021.

Tyrel W. Peasley, Organizer

(6)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, **Tyrel W. Peasley**, hereby consent to serve as registered agent in the State of Oregon, for the following corporation: **Hometown Auto, Inc.** I understand that as agent for the corporation, it will be my responsibility to accept Service of Process in the name of the corporation; to forward all mail and license renewals to the appropriate officer(s) of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Date: December 27, 2021

Tyrel W. Peasley

Tyrel W. Peasley
71166 Red Barn Road
Burns, Oregon 97720

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