

STATE OF OREGON
CORPORATION DIVISION
255 Capitol St. NE, Suite 151
Salem, Oregon 97310-1327

FILED
DEC 20 2010
OREGON
SECRETARY OF STATE

Submit the Original
and One True Copy
(831.115) \$100

Registry No. 735119-91

TOM HERZOG MOTORS, INC.

ARTICLES OF INCORPORATION
Business Corporation

The undersigned, being over the age of 18 years, hereby adopts these Articles of Incorporation in accordance with the provisions of the Oregon Business Corporation Act (the "Act").

ARTICLE 1
NAME

The name of the Corporation is Tom Herzog Motors, Inc.

ARTICLE 2
CORPORATE PURPOSE

This Corporation may engage in any lawful business or purpose.

ARTICLE 3
AUTHORIZED SHARES

The number of shares the Corporation will have authority to issue is 1,000 shares of common stock.

ARTICLE 4
REGISTERED AGENT

The name and business mailing address of the initial registered agent is:

TT Administrative Services, LLC
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204-21

TOM HERZOG MOTORS, INC



73511991-12342948

NEWINC

ARTICLE 5
INCORPORATOR

The name and business mailing address of the incorporator is:

George C. Spencer
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204-2099

ARTICLE 6
ADDRESS FOR MAILING NOTICES

The address where the Division may mail notices is:

George C. Spencer
1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204-2099

ARTICLE 7
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors and the number of directors serving the Corporation from time to time shall be as specified in the Bylaws. The initial Board of Directors of the Corporation shall be one director, Thomas Herzog.

ARTICLE 8
INDEMNIFICATION

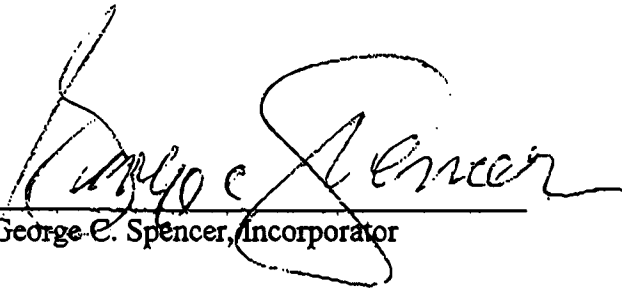
The Corporation shall indemnify to the fullest extent permitted by the Oregon Business Corporation Act, as in effect at the time of the determination, any person who is made, or threatened to be made, a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including any action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or serves or served at the request of the Corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any articles of incorporation, bylaw, agreement, statute, policy of insurance, vote of shareholders or board of directors, or otherwise, which exists at or subsequent to the time such person incurs or becomes subject to such liability and expense.

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ARTICLE 9
LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by law, no director of the Corporation will be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director. Without limiting the generality of the foregoing, if the Oregon Revised Statutes are amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of directors of the Corporation shall, without more, be eliminated or limited to the fullest extent then permitted by the Oregon Revised Statutes, as so amended. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article nor a change in the law shall adversely affect any right or protection that is based upon this Article and pertains to conduct that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protections set forth in this Article unless such change in the law specifically requires such reduction or elimination.

The incorporator has executed these Articles of Incorporation on this 14th day of December, 2010.


George C. Spencer, Incorporator

Person to contact
about this filing:

George C. Spencer
(503) 802-2014

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