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ARTICLES OF INCORPORATION

OF

KIRKLAND MOTORS, INC.

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned persons, acting as Incorporators of a Corporation organized under the Iowa Business Corporation Act, Chapter 496A, Iowa Code (1973), hereby adopt the following Articles of Incorporation for such Corporation:

I. The name of the Corporation is Kirkland Motors, Inc.

II. Corporate existence shall commence June 1, 1974, and shall continue in perpetuity.

III. The Corporation is organized for the purpose of engaging in retail automobile sales and service, and shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

IV. The aggregate number of shares which the Corporation has authority to issue is:

Class	Number of Shares	Value
Common	1,000	No par value

V. The address of the initial registered office of the Corporation is 205 North First Street, in the City of Winterset, County of Madison, Iowa, and the name of its initial registered agent at such address is William L. Davis.

VI. The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Edwin E. Kirkland	Winterset, Iowa
Cleo Kirkland	Winterset, Iowa
William L. Davis	Winterset, Iowa

VII, The initial officers of the Corporation who shall serve as such until the next annual meeting or until their successors are elected and qualify are:

Name	Officer
Edwin E. Kirkland	President
Cleo Kirkland	Vice President
William L. Davis	Secretary
William L. Davis	Treasurer

VIII. The name and address of each Incorporator is:

Name	Address
William L. Davis	Winterset, Iowa
Chet R. Chickering	Winterset, Iowa

IX. Shareholders' Pre-emptive Rights - Except as in this Article provided, shareholders shall possess pre-emptive rights to acquire unissued shares, outstanding shares and/or treasury shares of the Corporation; and for obligations of the Corporation convertible in such shares, whether then or thereafter authorized. Shareholders with holdings of less than 5% of the outstanding stock of the Corporation (excluding any treasury stock) shall not possess any pre-emptive rights.

X. The By-Laws of the Corporation may provide for any lawful provisions restricting the transfer and ownership of shares of stock of the Corporation. Any such restrictions shall, in substance, appear upon the stock certificates issued by the Corporation.

Dated May 20, 1974.

William L. Davis

Chet R. Chickering

INCORPORATORS

STATE OF IOWA
) SS
MADISON COUNTY

On this 20 day of May, 1974, before me personally appeared William L. Davis and Chet R. Chickering, to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and acknowledged that they executed the same as their voluntary act and deed.

MARTHA K. PATTON NOTARIAL SEAL Iowa

Notary Public in and for the State of Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book X-28, Page 125, May 22, 1974
Expires Perpetual, Cert. No. 69137, Receipt No.
Filed By Stephen K. Dooling, Atty, Winterset, Iowa 50273
Filing Fee $20.00 Recording Fee 1.00 Secretary of State