

Certified Copy

CORPORATE ACCESS NUMBER: 2013499989

**Government
of Alberta ■**

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMENDMENT AND REGISTRATION
OF RESTATED ARTICLES**

**ROCKY MOUNTAIN DEALERSHIPS INC.
AMENDED ITS ARTICLES ON 2007/10/25.**

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Name/Structure Change Alberta Corporation - Registration Statement

Alberta Amendment Date: 2007/10/25

Service Request Number: 10740690

Corporate Access Number: 2013499989

Legal Entity Name: ROCKY MOUNTAIN DEALERSHIPS INC.

French Equivalent Name:

Legal Entity Status: Active

Alberta Corporation Type: Named Alberta Corporation

New Legal Entity Name: ROCKY MOUNTAIN DEALERSHIPS INC.

New French Equivalent Name:

Nuans Number: 90524805

Nuans Date: 2007/09/01

French Nuans Number:

French Nuans Date:

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Share Structure: SHARE STRUCTURE SCHEDULE ATTACHED - AMENDED

Share Transfers Restrictions: NONE

Number of Directors:

Min Number Of Directors: 1

Max Number Of Directors: 11

Business Restricted To: NONE

Business Restricted From: NONE

Other Provisions: OTHER PROVISIONS SCHEDULE ATTACHED - AMENDED

BCA Section/Subsection: 173(1)(E)(M)(N)

Professional Endorsement Provided:

Future Dating Required:

Annual Return

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Other Rules or Provisions	ELECTRONIC	2007/09/17
Share Structure	ELECTRONIC	2007/10/25
Other Rules or Provisions	ELECTRONIC	2007/10/25

Registration Authorized By: ROBYN BOURGEOIS
AGENT OF CORPORATION

SHARE STRUCTURE SCHEDULE

Attached to and forming part of the Articles of Amendment of

ROCKY MOUNTAIN DEALERSHIPS INC.
THE SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE ARE:

1. An unlimited number of common shares (the "Common Shares"), the holders of which are entitled:
 - 1.1 Voting Rights: to receive notice of and to attend and vote at all meetings of shareholders of the Corporation (other than meetings of the holders of a specified class of shares, meeting as a class, or the holders of one or more series of any class of shares meeting as a series) and are entitled to one vote in respect of each Common Share held;
 - 1.2 Dividend Rights: to receive any dividend declared by the Corporation on this class of shares; provided that the Corporation is entitled to declare dividends on any series of Class A Shares where a preference is so attached to such series of Class A Shares, without being obliged to declare any dividends on the Common Shares of the Corporation;
 - 1.3 Liquidation, Dissolution or Winding-Up: subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution in equal rank with the holders of all other Common Shares; and
 - 1.4 Other: to the rights, privileges and restrictions attached to common shares.

2. An unlimited number of Class A shares (as a class, the "Class A Shares"), which as a class have attached thereto the following:
 - 2.1 Issuable in Series: the Class A Shares may from time to time be issued in one or more series, and the board of directors may fix from time to time before such issue the number of Class A Shares which is to comprise each series and the designation, rights, privileges, restrictions and conditions attaching to each series of Class A Shares including, without limiting the generality of the foregoing, any voting rights, the rate or amount of dividends or the method of calculating dividends, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion if any, and any sinking fund or other provisions; and
 - 2.2 Cumulative Payments: if any cumulative dividends or amounts payable on the return of capital in respect of a series of Class A Shares are not paid in full, all series of Class A Shares participate ratably in respect of accumulated dividends and return of capital.

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OTHER PROVISIONS SCHEDULE

Attached to and forming part of the Articles of
Amendment

of

ROCKY MOUNTAIN DEALERSHIPS INC.

OTHER RULES OR PROVISIONS

1. The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.

2. Meetings of the Corporation may be held outside Alberta.

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