

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

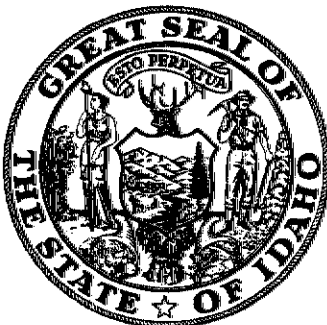
D & K, INC.

File number C 112152

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 the above named corporation, 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: September 26, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sikel*

Sep 26 4 16 PM '95

SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

D & K, INC.

IDAHO SECRETARY OF STATE

9/27/95 9:00:00 AM  
Customer # 2105  
TVC560015905 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is D & K, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock, all of one class, without par value per share.

FIFTH: The shareholders of the corporation shall have no preemptive rights to acquire unissued or treasury shares. No shareholder of the corporation shall have the right to vote his shares cumulatively.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 5200 Fairview Avenue, Suite 25, Boise, Idaho 83706, and the name of its initial registered agent at such address is Dennis W. Phelps.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the person who will serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Dennis W. Phelps	703 W. Highland View Boise, Idaho 83702
Kathleen M. Phelps	703 W. Highland View Boise, Idaho 83702

NINTH: The name and address of the incorporator is:

Dennis W. Phelps	703 W. Highland View Boise, Idaho 83702
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TENTH: Except as otherwise provided in Section 30-1-54(2) of the Idaho Code, as now in effect and as hereafter amended, the directors of the corporation shall have no personal liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then the liability of the directors to the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ELEVENTH: The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the fullest extent permitted under Idaho law. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of a director or other person identified above, then the grant of the power to the corporation to indemnify contained herein shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh shall not adversely affect any right or protection of a director of the corporation or other person identified above existing at the time of such repeal or modification.

DATED this 26TH day of September, 1995.

  
DENNIS W. PHELPS

58007