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**CERTIFICATE OF INCORPORATION  
OF**

**MCINTOSH, INCORPORATED**

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: January 31, 1990



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

OF

McINTOSH, INCORPORATED

RECEIVED  
SEC. OF STATE

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE. Name. The name of the Corporation is McIntosh, Incorporated.

ARTICLE TWO. Purposes. The purposes of the Corporation is to engage in the business of operating retail stores for the purpose of selling personal property, and any other lawful business which may be conducted for profit, in the State of Idaho.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 404 Cedar Avenue, Mackay, Idaho 83251. The name of the corporation's initial registered agent at such address is Danny W. McIntosh.

ARTICLE FIVE. Stock. The total authorized number of share of common stock is One Hundred (100). Shares shall be issued without par value.

ARTICLE SIX. Directors. The number of Directors constituting the initial Board of Directors is Two (2),

and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Danny W. McIntosh	404 Cedar Avenue Mackay, Idaho 83251
J. David McIntosh	302 Lambert Road Mackay, Idaho 83251

ARTICLE SEVEN. Incorporators. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Danny W. McIntosh	404 Cedar Avenue Mackay, Idaho 83251
J. David McIntosh	302 Lambert Road Mackay, Idaho 83251

ARTICLE EIGHT. Restriction on Sale of Stock. In the event a shareholder desires to sell his stock it must first be offered to the corporation, it being the intention hereof to give the corporation and its other shareholders a preference to purchase the same, and any attempted sale in violation of this provision is null and void. A shareholder desiring to sell his stock shall file written notice of his intention to sell with the corporation secretary at the corporate offices, stating the price and terms of sale. The corporation Board of Directors shall, within fifteen days after the secretary receives said notice, determine whether or not the corporation desires to purchase said stock. If the corporation elects to

purchase the stock it shall complete the purchase immediately. If the corporation elects to not purchase the stock then it shall immediately give notice of the offer to the shareholders of record on the date it elects to not purchase the stock, and said shareholders shall for thirty days have the right to purchase their proportionate share of the offered stock based upon the proportionate number of shares owned by them and those shareholders desiring to purchase said stock. If all of said stock is not purchased by either the corporation or its shareholders, the shareholders desiring to make the sale may sell to any third party, including any existing shareholder, for the same price and terms refused by the corporation and shareholders. Said sale must be completed within sixty days after the shareholders' thirty day time period expires and upon the same price and terms rejected by the corporation and shareholders of the process set out above must be entirely repeated.

Executed in triplicate this 19<sup>TH</sup> day of January 1990.

  
DANNY W. MCINTOSH

  
J. DAVID MCINTOSH

STATE OF IDAHO           )  
                                  : ss.  
County of Butte         )

On this 19th day of January, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared DANNY W. McINTOSH, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Rosemary Goddard  
Notary Public for Idaho,  
Residing at Arco, Idaho,  
Commission Expires: 12-18-93.

STATE OF IDAHO           )  
                                  : ss.  
County of Butte         )

On this 19th day of January, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared J. DAVID McINTOSH, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)

Rosemary Goddard  
Notary Public for Idaho,  
Residing at Arco, Idaho,  
Commission Expires: 12-18-93.