

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

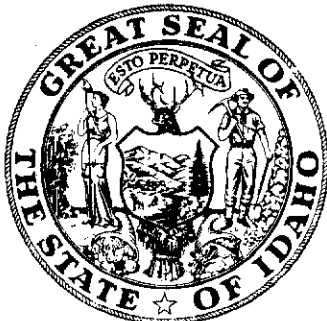
HEILESON, INC.

File number C 117785

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 9, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sharon Breier*

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IDAHO SECRETARY OF STATE

## ARTICLES OF INCORPORATION

OF

HEILESON, INC.

JAN 9 10 30 AM '97  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being of legal age, a citizen and resident of the United States, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, hereby agree as follows:

ARTICLE I.

The name of the corporation shall be HEILESON, INC.

ARTICLE II.

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

ARTICLE III.

Said corporation is organized at, and the place of its principal office and business shall be 10 East Harper, Driggs, Idaho 83422, but branch places of business, each complete in itself for the conducting and carrying on of any part of the business of the corporation, or the whole thereof, may be established at other places, whether within or without the state of Idaho, or the United States of America. The registered agent of said corporation is H. Ray Heileson, 1492 Three Fountains Drive, Idaho Falls, Idaho 83404.

ARTICLE IV.

The amount of the capital stock of this corporation shall be

\$10,000.00 divided into 1,000 shares. The majority of the shares will initially remain as treasury stock.

ARTICLE V.

The name and post office address of the incorporator, who has subscribed to one or more share of stock is:

H. Ray Heilesen  
1492 Three Fountains Drive  
Idaho Falls, ID 83404

ARTICLE VI.

The persons who are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are:

H. Ray Heilesen  
1492 Three Fountains Drive  
Idaho Falls, ID 83404

Gwenn S. Heilesen  
1492 Three Fountains Drive  
Idaho Falls, ID 83404

The initial Board of Directors shall consist of two persons and the Board of Directors shall always consist of two or more persons.

ARTICLE VII.

The purposes and objects for which this corporation is formed shall be:

(1) To engage in the business of retail sales, which may include the ownership and operation of a franchise outlet, and ownership of real and personal property.

(2) To engage in the business of buying and selling, both at wholesale and retail.

(3) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold, or otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities, or other obligations including the right to vote thereon.

(4) In general, to purchase, hold, own and sell real and personal property or any interest therein; to execute notes and security interests therefore.

(5) For any and all other lawful purpose or purposes.

#### ARTICLE VIII.

All stock of the corporation not subscribed for shall remain in the treasury as treasury stock, and may be sold and issued by the corporation at such times and for such purposes and upon such terms and conditions as the Board of Directors may determine, including the power and authority to issue said stock for consideration other than cash.

#### ARTICLE IX.

The private property of the stockholders of this corporation shall not be liable for the debts of the corporation.

#### ARTICLE X.

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the Board of Directors, as well as upon the shareholders, to be exercised by such vote of such directors,

or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the Bylaws.

ARTICLE XI.

All or any meetings of the stockholders or of the Board of Directors may be held within or without the State of Idaho.


IN WITNESS WHEREOF, I have hereunto set my hand this 6 day of January, 1997.

  
H. Ray Heilesen

STATE OF IDAHO                    )  
  ) ss.  
County of Bonneville            )

On this 6 day of January, 1997, before me, the undersigned, Notary Public, personally appeared H. RAY HEILESON, known to me to be the person whose name is subscribed to the within Articles of Incorporation, 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 first above written.

  
Notary Public for Idaho  
Residing at Idaho Falls  
My Commission Expires: 6-02-2001

Heilesen.art #1B