

ARTICLES OF INCORPORATION



To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

Article 1: The name of the corporation shall be: C.L.P.R., INC.

Article 2: The number of shares the corporation is authorized to issue is: 1,000 shares of Common Stock

Article 3: The street address of the registered office is: 1655 NW 2nd Avenue, Fruitland, ID 83619

and the registered agent at such address is: ROBERT R. FRYE

Article 4: The name and address of the incorporator are: ROBERT R. FRYE

1655 NW 2nd Avenue, Fruitland, ID 83619

Article 5: The mailing address of the corporation shall be: 1655 NW 2nd Avenue, Fruitland, ID 83619

Optional articles: SEE ADDITIONAL ARTICLES SET FORTH IN EXHIBIT "A"
ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

FILED
98 MAR -9 AM 8:34
SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
Customer Acc #: _____

03/09/1998 09:00

(if using pre-paid account) CT: 62574 DN: 88641

Secretary of State use only

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Signature of an incorporator:

Robert R. Frye

Revised 7/87

IdahoSOS.pdf

Article 6: The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article 7: The Board of Directors, subject to any specific limitations or restrictions imposed by law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the Shareholders of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws of the Corporation in any manner not prohibited by law. The number of Directors constituting the initial Board of Directors shall be four (4). The names and addresses of the persons to serve as Directors until the first Annual Meeting of Shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
COLEEN F. GRANT	6110 Elmore Road Fruitland, ID 83619
LOWELL K. GRANT	6110 Elmore Road Fruitland, ID 83619
PAULA FRYE	1655 Northwest 2nd Avenue Fruitland, ID 83619
ROBERT R. FRYE	1655 Northwest 2nd Avenue Fruitland, ID 83619

Article 8: Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of Shareholders. Only shares are entitled to vote.

Article 9: The Corporation shall indemnify the Directors and Officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment)

Article 10: No Director shall be liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a Director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the Shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.