

# State of Idaho

## Department of State

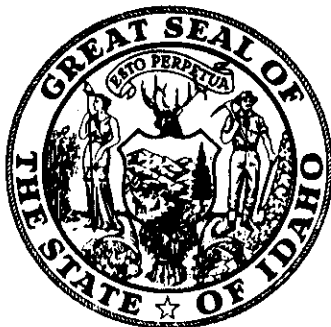
### CERTIFICATE OF INCORPORATION OF

A.L.C., INC.

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: August 31, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Lynette D. Dwyer*

Aug 31 8 36 AM '92

**ARTICLES OF INCORPORATION** SECRETARY OF STATE  
STATE OF IDAHO

OF

**A.L.C., INC.**

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

**ARTICLE I**

**NAME**

The name of the Corporation is A.L.C., INC.

**ARTICLE II**

**PURPOSE**

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

**ARTICLE III**

**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**SHARES**

The total authorized stock of the Corporation is 100,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V**

**REGISTERED OFFICE**

The address of the initial registered office is 117 South 4th

Street, Suite 220, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is James E. Reuter.

**ARTICLE VI**

**DIRECTORS**

The initial board of directors shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
James E. Reuter	117 South 4th Street, Suite 220 Coeur d'Alene, Idaho 83814
Michael C. McCormack	841 Bishop Street, Suite 2300 Honolulu, Hawaii 96813
Warren Priest	1414 Ohialoke Street Honolulu, Hawaii 96821

**ARTICLE VII**

**BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

The corporation shall have the right to enter into such

agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

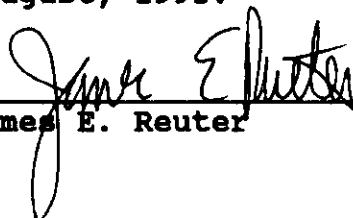
**ARTICLE IX**

**INCORPORATOR**

The names and business addresses of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
James E. Reuter	117 South 4th Street, Suite 220 Coeur d'Alene, Idaho 83814


IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 20 day of August, 1992.

  
\_\_\_\_\_  
James E. Reuter

STATE OF IDAHO            )  
                                  : ss.  
County of Kootenai        )

On this 20th day of August, 1992, before me Janet D. Robnett, the undersigned Notary Public, personally appeared James E. Reuter, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

  
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Notary Public for Idaho  
Residing at Coeur d'Alene  
Commission Expires: 4-26-97

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