

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

VALLEY KIRBY 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: December 23, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
IDAHO

RECEIVED  
SEC. OF STATE

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FIRST. The name of the corporation is:

VALLEY KIRBY INC.

SECOND. Its principal office will be at 1114 Main Street,  
Lewiston, Id and that this corporation may maintain an office, or offices,  
within or without the State of Idaho as may be from time to time  
designated by the Board of Directors, or by the By-Laws of said  
Corporation, and that this Corporation may conduct all Corporation  
business of every kind and nature, including the holding of all meetings of  
Directors and Stockholders, outside the State of Idaho as well as within.

THIRD. The objects for which this Corporation is formed  
are: To engage in any lawful activity, including, but not limited to the  
following.

(A) Shall have such rights, privileges and powers as may be  
conferred upon corporations by any existing law.

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(B) May at any time exercise such rights, privileges and powers when not inconsistent with the purposes and objects for which this corporation is organized.

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Idaho, or in any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Idaho, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Idaho, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Idaho, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

**FOURTH.** That the aggregate number of shares the corporation shall have authority to issue:

3000 shares of no-par value stock.

The Directors shall have the right to set the price and dividends for the one class of shares as they deem fit from time to time.

**FIFTH.** The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are unissued or owned beneficially and of record by either one or two stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The name and post office address of the first Board of Directors shall be two (2) in number and listed as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Loren E. Walz</u>	<u>421 Morrison- Clarkston, WA</u>
<u>Shirley D. Walz</u>	<u>421 Morrison- Clarkston, WA</u>

**SIXTH.** The capital stock, shall not be subject to assessment to pay the debts of the corporation.

**SEVENTH.** The name and address of the Incorporators signing the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Loren E. Walz</u>	<u>421 Morrison- Clarkston, WA</u>
<u>Shirley D. Walz</u>	<u>421 Morrison- Clarkston, WA</u>

**EIGHTH.** The resident agents for this corporation shall be:

Loren E. Walz and Shirley D. Walz

The address of said agents of this corporation in the state of Idaho, shall be:

1114 Main Street  
Lewiston, ID 83501

**NINTH.** The corporation is to have perpetual existence.

**TENTH.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution

adopted by the Board of Directors.


When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at the Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

**ELEVENTH.** No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

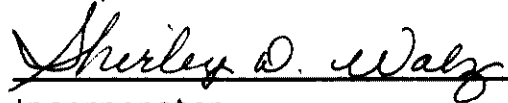
**TWELFTH.** This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.



I, **THE UNDERSIGNED**, being Incorporators hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of December, 1992.

  
Incorporator

Loren E. Walz

  
Incorporator

Shirley D. Walz

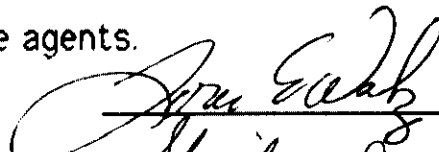
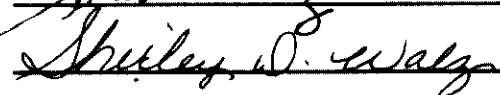
### **CONSENT TO APPOINTMENT AS REGISTERED AGENT**

We, Loren E. Walz and Shirley D. Walz, hereby consent to serve as Registered Agents, in the State of Idaho, for the corporation herein named. We understand that as agents for the corporation, it will be our responsibility to accept Service of Process in the name of the corporation; to forward corporate license renewal mailings to the corporation; and to immediately notify the Office of the Secretary of State in the event of our resignation or of any change in the Registered Office address of the corporation for which we are agents.

12/16/92

12/16/92

(Date)

(Signature of registered agents)