



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PEOPLES SUPPLIERS, 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: **December 6, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

DEC 6 2 50 PM '89

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

PEOPLES SUPPLIERS, INCORPORATED

The undersigned acting as the incorporator of a corporation (hereinafter referred to as the "corporation"), under the Idaho Business Corporation Act (the "act"), adopted the following Articles of Incorporation for the corporation.

ARTICLE I

NAME

The name of the corporation is Peoples Suppliers, Incorporated.

ARTICLE II

PERIOD OF DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 1. The purposes for which this corporation is organized are to conduct and operate a building materials distributorship and contracting business and horse breeding, training, selling and racing business and to do all things incident thereto or connected therewith which are not forbidden by the act, by other law, or by these Articles of Incorporation.

Section 2. The corporation shall have and exercise all powers necessary or convenient to effect its purposes, including

but not limited to, the statutory powers specified in Sections 30-1-4 to 30-1-6, Idaho Code, as amended and supplemented.

ARTICLE IV

AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of common stock which the corporation shall have the authority to issue is 10,000 shares. The aggregate par value of said shares is \$50,000.00 and the par value of each share is \$5.00.

Section 2. Dividends. The holder of the common stock shall be entitled to receive, when and as declared by the Board of Directors as permitted by the act, dividends or distributions payable either in cash, in property, or in shares.

Section 3. Stock Non-accessible. The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

Section 4. Voting Power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of Common Stock who shall be entitled to one vote for each share of Common Stock held by them or shown by the corporate records as being owned by them.

ARTICLE V

PREEMPTIVE RIGHTS

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, issued or sold, and the Board of Directors in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of the obligations to the stockholders of the corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the initial registered office of the corporation is 5745 N. Black Cat Road, Meridian, Idaho 83642, and the name of the initial registered agent is Dean Peoples.

ARTICLE VII

BOARD OF DIRECTORS

The number of the directors of the corporation shall be as specified in the by-laws. The number of directors constituting the initial Board of Directors is two (2) and the name and the address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Dean Peoples
5745 N. Black Cat Road
Meridian, ID 83642

Dorothy Peoples
5745 N. Black Cat Road
Meridian, ID 83642

ARTICLE VIII

INCORPORATOR

Name: Dean Peoples
5745 N. Black Cat Road
Meridian, Idaho 83642

DATED this 5 day of December, 1989.

Dean Peoples
Dean Peoples, Incorporator

STATE OF IDAHO)
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County of Ada)

On this day personally appeared before me, Dean Peoples, known to me to be the individual described in and who executed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 5 day of December, 1989.

(SEAL)

[Signature]
Notary Public for Idaho
Residing at Boise
Commission expires: 3/8/93