



CERTIFICATE OF INCORPORATION  
OF

FACS CORPORATION

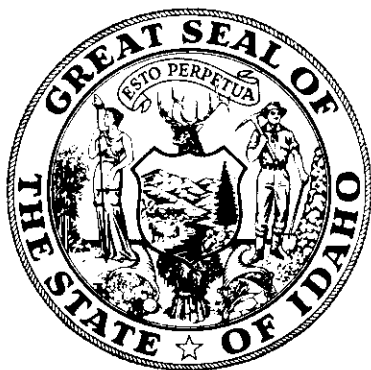
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

FACS 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 16, 1982*



SECRETARY OF STATE

by: \_\_\_\_\_

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Articles of Incorporation

of SECRETARY OF  
STATE

FACS CORPORATION

KNOW ALL MEN BY THESE PRESENTS THAT We, The undersigned, both being of legal age and citizens of the United States, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho:

FIRST: The name of the corporation is:

FACS CORPORATION

SECOND: The duration of this corporation shall be perpetual.

THIRD: The purposes for which this corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue shall be ten thousand (10,000) of the par value of ONE and no/100 Dollars (\$1.00) each, amounting in the aggregate to TEN THOUSAND and no/100 Dollars (\$10,000.00).

FIFTH: In consideration of the undertakings by the stockholders of this corporation, and in recognition of the fact that the interest of this corporation can best be served by retaining the issued stock of this corporation in the ownership of the contributing stockholders, the parties hereto agree with each other as follows:

(a) Each stockholder shall retain the stock so issued in its own name, and subject to the provisions of subparagraph (b), shall not voluntarily assign stock or any part thereof without the written consent of the other stockholders.

(b) If any stockholder desires to sell its stock or any portion thereof, after receipt of a bona fide offer therefor, it shall give notice of its desire to the other stockholders by certified mail. Said other stockholders shall have the right for a period of thirty (30) days after receipt of such notice within which to purchase such stock as the selling party wishes to sell, at the same price which could be obtained from such bona fide offeror by the stockholder desiring to sell; provided a copy of the bona fide offer by such third party shall have been transmitted by the selling stockholder with such notice. To the extent that such shares offered for sale are not purchased by said other stockholders, the stockholder desiring to sell its stock may sell to the bona fide offeror, but only under the terms of the offer delivered to the other stockholders, and the purchaser of such stock shall have the right to have such stock transferred to his or its name on the books of this corporation, provided said transaction is completed within ninety (90) days. The foregoing restrictions upon the sale or transfer of capital stock of this corporation shall not operate to restrict the sale to or gift to an heir by testamentary disposition, or the transfer to an heir or next of kin of a stockholder or to restrict the transfer of common stock of this corporation to another corporation owned wholly by a corporate stockholder, or to restrict the transfer of said stock by virtue of a merger of any corporate stockholder with another corporation.

(c) The restrictions contained in this paragraph shall be made part of the By-Laws of this corporation, and the restrictions contained in this paragraph shall be referred to upon each Certificate of Stock of this corporation.

SIXTH: The address and location of the initial registered office of the corporation in Idaho is Penthouse Suite, 1109 Main Street, Boise, Idaho 83702. The initial registered agent is Eugene I. Furuyama.

SEVENTH: The number of initial directors of the corporation shall be three (3). The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Paul Monico	389 South Elm Boise, Idaho 83702
Eugene I. Furuyama	1059 El Pelar Dr. Boise, Idaho 83702
Donna M. Furuyama	1059 El Pelar Dr. Boise, Idaho 83702


The number of the Board of Directors of the corporation may be changed from time to time by resolution of the existing Board of Directors, in accordance with then current provisions of Idaho law.

EIGHTH: The names and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eugene I. Furuyama	1059 El Pelar Dr. Boise, Idaho 83702
Paul Monico	389 South Elm Boise, Idaho 83702

IN WITNESS WHEREOF, We have set our respective hands and seals  
this 15 day of December, 1982.

  
\_\_\_\_\_  
Eugene I. Furuyama

  
\_\_\_\_\_  
Paul Monico

STATE OF IDAHO     )  
                              )  
                              ) ss.  
                              )  
County of Ada        )

On this 15<sup>th</sup> day of December, in the year of 1982, before  
me, Matricia Ann Heagy a Notary Public in and for said  
state, personally appeared Eugene I. Furuyama and Paul Monico, known or identified to  
me to be the persons whose names are subscribed to the within instrument and  
acknowledged to me that they executed the same.

Matricia Ann Heagy  
Notary Public for Idaho  
Residing at: 1109 Main, Boise, ID  
My Commission Expires: 11.22.86