



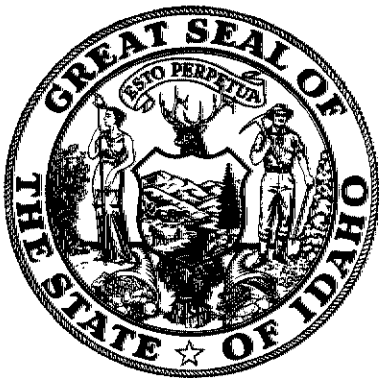
**CERTIFICATE OF INCORPORATION  
OF**

**MAGNUS, 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: **July 5, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Lily J. Clark*

ARTICLES OF INCORPORATION  
OF  
MAGNUS, INC.

KNOW ALL MEN BY THESE PRESENTS that RAYMOND M. KOEFOD, SR., being of the age of eighteen (18) years or more, does hereby form a business corporation under the laws of the State of Idaho, and does hereby adopt in duplicate the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of this Corporation shall be MAGNUS, INC..

ARTICLE II

Corporate Duration

The period of duration of this Corporation shall be perpetual.

ARTICLE III

Corporate Purposes

This Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Stock

Section 4.01 Authorized Shares. The aggregate number of shares of stock authorized and which may be issued by this Corporation is five hundred (500) shares of common stock of the par value of One Hundred and no/100 (\$100.00) Dollar per share.

Section 4.02 Preemptive Rights. The shareholders of this Corporation shall not have the preemptive right to acquire additional shares of stock of this Corporation.

Section 4.03 Restriction on Transfer of Stock. No shareholder shall transfer, assign, sell, pledge, hypothecate, or otherwise dispose of the shares of stock of this Corporation or the certificates of stock representing the same, or of any interest therein, without first complying with such conditions and restrictions as may be established in the Bylaws of this Corporation and, if a Stock Purchase Agreement between this Corporation and

its shareholders is then in effect, complying with such additional conditions and restrictions as may be provided therein.

## ARTICLE V

### Directors

Section 5.01 Number of Directors. The number of directors of this Corporation shall be fixed by the Bylaws of this Corporation; provided, however, that the number of directors shall not be less than the number required by statute.

Section 5.02 Initial Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation is six (6), and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders of this Corporation or until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Raymond M. Koefod, Sr.	1223 Kouse Moscow, ID 83843
Diane M. Koefod	1223 Kouse Moscow, ID 83843
John G. Koefod	Box 14 Coolin, ID 83821
Raymond M. Koefod, Jr.	1015 Hemlock Dr. Lewiston, ID 83501
Kirk D. Koefod	519 Hunter Moscow, ID 83843
Mary Beth Koefod	1223 Kouse Moscow, ID 83843

Section 5.03 Powers of Directors. The business, affairs and powers of this Corporation shall be managed by or under authority of the Board of Directors. In the management and control of the business and affairs of this Corporation, the Board of Directors is hereby vested with all of the powers possessed by this Corporation itself, so far as this delegation of

authority is not inconsistent with the laws of the State in which this Corporation is incorporated. The power to alter, amend, or repeal the Bylaws of this Corporation, or to adopt new Bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to alter, amend, or repeal any Bylaw so adopted.

#### ARTICLE VI

##### Registered Office and Agent

The address of the initial registered office of this Corporation is 1223 Kouse, Moscow, ID 83843, and the name of the initial registered agent of this Corporation at such address is Raymond M. Koefod, Sr.. By signature hereto affixed, said registered agent consents to serve as registered agent, in the State of Idaho, for this Corporation, and understands that as agent for this Corporation, it will be the responsibility of said agent to receive service of process in the name of this Corporation; to forward all mail to this Corporation; and to immediately notify the office of the Secretary of State in the event of the resignation of said agent, or of any change in the registered office address of this Corporation.

#### ARTICLE VII

##### Incorporator

The name and address of the incorporator of this Corporation is: Raymond M. Koefod, Sr., 1223 Kouse, Moscow, ID 83834.

#### ARTICLE VIII

##### Ratification by Shareholders

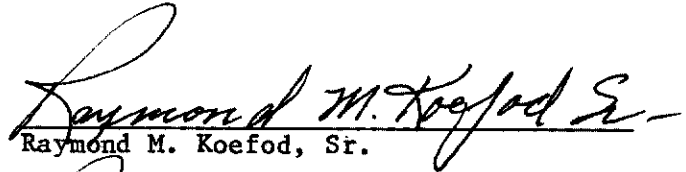
Any contract, transaction, or act of this Corporation or of the directors or of any officer of this Corporation which shall be ratified by a majority of a quorum of the shareholders of this Corporation at any meeting of shareholders shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of this Corporation.

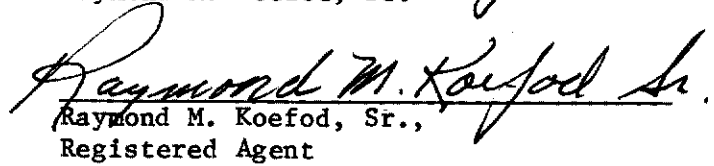
#### ARTICLE IX

##### Amendment

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by law. All rights of the shareholders in this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the incorporator and the registered agent hereinabove named has hereunto set said incorporator's hand in duplicate this 1<sup>st</sup> day of July, 1985.

  
Raymond M. Koefod, Sr.

  
Raymond M. Koefod, Sr.,  
Registered Agent