

CERTIFICATE OF INCORPORATION  
OF

THE YOUNG UPSTARTS OF AMERICA, INC.

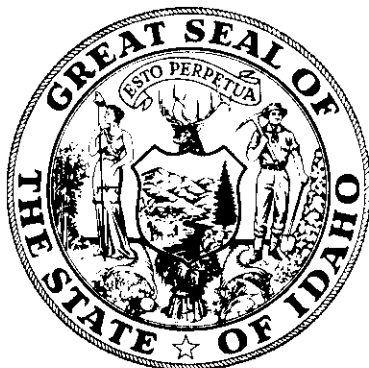
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

THE YOUNG UPSTARTS OF AMERICA, INC.

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: April 14, 1932



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
THE YOUNG UPSTARTS OF AMERICA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code §30-101 et. seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be The Young Upstarts of America, Inc.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real - estate of all kinds, improved or unimproved, and any right or interest therein.

C. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, machinery,

products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

D. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

E. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation

and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

F. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

G. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

H. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

### ARTICLE III

#### DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

#### ARTICLE IV

##### REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Gooding, the post office address of the registered office of said corporation in the State of Idaho, County of Gooding, shall be 1410 Mountain View Drive, Gooding, Idaho, 83330. Peter G. Howland shall be the registered agent at the address set forth above.

#### ARTICLE V

##### CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is 100, all of which shall be without par value. No distinction shall exist between the shares of the corporation or between the holders thereof, and the shares of this corporation shall be non-assessable.

#### ARTICLE VI

##### INCORPORATORS

Following are the names and post office addresses of each of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Peter G. Howland	1410 Mtn. View Dr. Gooding, Idaho 83330
Sharon L. Howland	1410 Mtn. View Dr. Gooding, Idaho 83330

Barry K. Vaughan	Route 1, Box 104 Gooding, Idaho 83330
Michael A. Echeita	1213 Montana Gooding, Idaho 83330
Jeffery L. LaCroix	1213 Montana Gooding, Idaho 83330

## ARTICLE VII

### MANAGEMENT

A. The business of the corporation shall be managed by a board of at least five (5) directors, except that if all of the shares of the corporation are owned beneficially and of record by less than five (5) stockholders, the number of directors may be less than five (5) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The Incorporators listed in Article VI above shall serve as directors until the first meeting of shareholders or until their successors are elected and qualify.

## ARTICLE VIII

### BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand  
this 31<sup>st</sup> day of March, 1982.

Peter G. Howland  
Peter G. Howland

Sharon L. Howland  
Sharon L. Howland

Barry K. Vaughan  
Barry K. Vaughan

Michael S. Echeita  
Michael S. Echeita

Jeffery L. LaCroix  
Jeffery L. LaCroix

STATE OF IDAHO )  
County of Twin Falls ) ss.  
~~Gooding~~ )

On this 31 day of March, 1982,, before  
me, the undersigned, a notary public in and for said county  
and state, personally appeared Peter G. Howland, known to me  
to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same.

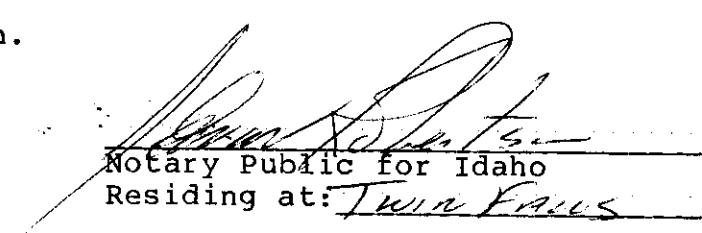
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the same day and year in this certi-  
ficate first above written.

[Signature]  
Notary Public for Idaho  
Residing at: Twin Falls

STATE OF IDAHO )  
County of Twin Falls ) ss.  
~~Gooding~~

On this 31 day of March, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Sharon L. Howland, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

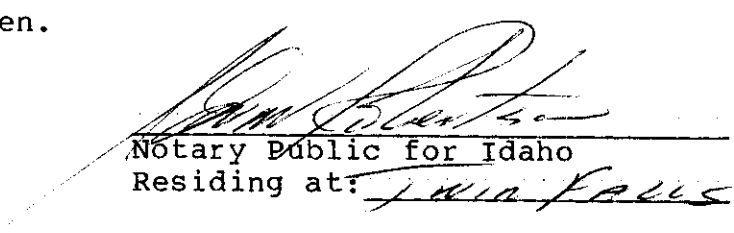
  
Notary Public for Idaho

Residing at: Twin Falls

STATE OF IDAHO )  
County of Twin Falls ) ss.  
~~Gooding~~

On this 31 day of March, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Barry K. Vaughan, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

  
Notary Public for Idaho


Residing at: Twin Falls



STATE OF IDAHO )  
County of TWIN FALLS ) ss.  
~~Gooding~~ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Michael <sup>J.</sup> Echeita, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

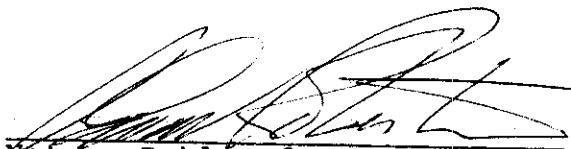
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: TWIN FALLS

STATE OF IDAHO )  
County of TWIN FALLS ) ss.  
~~Gooding~~ )

On this 31 day of March, 1982, before me, the undersigned, a notary public in and for said county and state, personally appeared Jeffery L. LaCroix, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

  
Notary Public for Idaho  
Residing at: TWIN FALLS