



CERTIFICATE OF INCORPORATION  
OF

RUPERT TRADING POST, INC.

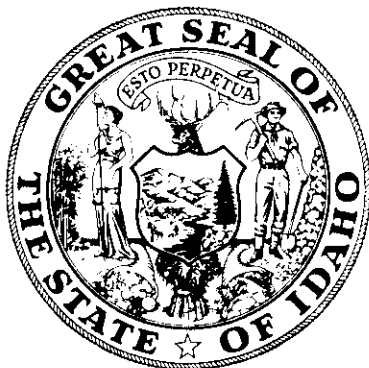
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

RUPERT TRADING POST, 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: **March 24, 1983**



SECRETARY OF STATE

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

1                                    ARTICLES OF INCORPORATION  
2    OF  
3                                    RUPERT TRADING POST, INC.

4    KNOW ALL MEN BY THESE PRESENTS:

5                    The undersigned, all citizens of the United States of  
6    America, each being over the age of 18 years, do hereby associate  
7    ourselves together for the purpose of forming a corporation under  
8    and pursuant to the provisions of the laws of the State of Idaho,  
9    for the purposes expressed in the following Articles, and do  
10   hereby adopt the following Articles of Incorporation:

11                   ARTICLE 1: NAME OF CORPORATION: The name of the  
12   Corporation shall be: Rupert Trading Post, Inc.

13                   ARTICLE 2: PURPOSES: The Corporation is organized  
14   for the purpose of transacting any or all lawful business for which  
15   a corporation may be incorporated under the provisions of the Idaho  
16   Business Corporation Act.

17                   ARTICLE 3: TERM: The corporation is to have perpetual  
18   existence.

19                   ARTICLE 4: REGISTERED OFFICE & REGISTERED AGENT:  
20   The registered office of the corporation shall be located at 435  
21   F Street, Rupert, Idaho, 83350. The registered agent for the cor-  
22   poration shall be John Cox, whose business office is identical with  
23   the registered office of the corporation.

24                   ARTICLE 5: CORPORATE STOCK: The total number of shares  
25   which the corporation is authorized to issue is 10,000 shares with  
26   each share having as its par value \$.10. The Board of Directors

1 may from time to time fix the consideration for which such shares  
2 shall be issued and sold, provided they may not be issued or sold  
3 at a value less than par. The capital stock when fully paid, shall  
4 be nonassessable, shall be one class of which all shall be voting.  
5 Voting of the stock shall be cumulative.

6 ARTICLE 6: INCORPORATORS: The names and post office  
7 addresses of the incorporators:

8 John N. Cox - 2268 Mona Avenue, Heyburn, Idaho 83336  
9 Dorothy A. Cox - 2268 Mona Avenue, Heyburn, Idaho 83336  
10 Homer Orville Cox - Rt. #2 Box 234 Rupert, Idaho 83350  
11 Betty Lou Cox - Rt. #2 Box 234, Rupert, Idaho 83350

12 ARTICLE 7: DIRECTORS: The initial Board of Directors  
13 shall consist of five (5) Directors who shall be:

14 John N. Cox - 2268 Mona Avenue, Heyburn, ID 83336  
15 Dorothy A. Cox - 2268 Mona Avenue, Heyburn, ID 83336  
16 Homer Orville Cox - Rt. #2 Box 234, Rupert, ID 83350  
17 Betty Lou Cox - Rt. #2 Box 234, Rupert, ID 83350  
18 R. C. Stone - 137 West 13th Street, Burley, ID 83318

19 The initial Board of Directors shall serve until the first annual  
20 meeting of the shareholders at which time their successors shall  
21 be elected and qualified. The By-Laws shall specify the number  
22 of Directors for the corporation to be elected at the first annual  
23 meeting of shareholders, and thereafter.

24 ARTICLE 8: CONTRACTS: No contract or other transaction  
25 between the corporation or any other corporation, whether or not  
26 a majority of the shares of capital stock of such other corporation  
is owned by the corporation, and no act of the corporation shall  
be in any way affected or invalidated by the fact that any of  
the directors of the corporation are pecuniarily or otherwise

1 interested in or are directors or officers of such other corporation.  
2 Any director individually may be a party to or may be pecuniarily  
3 or otherwise interested in a contract or transaction of the corpora-  
4 tion and any directors of the corporation who are so interested may  
5 be counted in determining the existence of a quorum at any meeting  
6 of the Board of Directors of the Corporation which shall authorize  
7 such contract or transaction and may vote thereon to authorize  
8 such contract or transaction with the same right, force and effect  
9 as if he were not such director or officer of such corporation  
10 and not so interested therein. The same shall apply if any officer  
11 or director of this corporation shall be interested in any other  
12 form of business entity dealing with this corporation.

13 IN WITNESS WHEREOF, we have executed these Articles  
14 of Incorporation this 22 day of March, 1983.

15  
16 John N. Cox  
17 JOHN N. COX

18 Dorothy A. Cox  
19 DOROTHY A. COX

20 Homer Orville Cox  
21 HOMER ORVILLE COX

22 Betty Lou Cox  
23 BETTY LOU COX  
24  
25  
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