

# State of Idaho

## Department of State

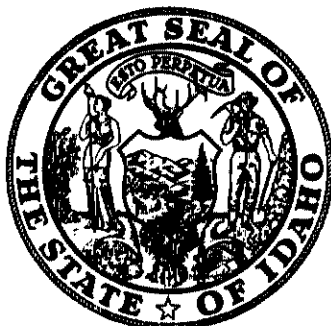
### CERTIFICATE OF INCORPORATION OF

DOREMUS US PARTNERS, 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: October 13, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION  
OF  
DOREMUS US PARTNERS, INC.

Oct 13 4 17 PM '92  
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be Doremus US Partners, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 702 West Idaho, Key Financial Center, 10th Floor, Boise, Idaho 83830, and the name of the initial registered agent at such address is William J. Batt.

IV.

The nature of the business and the object and purpose of this corporation shall be the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

The total authorized number of par value shares of this corporation shall be 10,000, each of a par value of \$1, and of the aggregated par value of \$10,000, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
David Doremus	Red River Hot Springs Elk City, Idaho 83525

VII.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws, provided, however, that the number of directors constituting a Board shall not be less than one (1) or more than three (3).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
David Doremus	Red River Hot Springs Elk City, Idaho 83525
Terrance Flatley	2520 Skyway Drive, Unit B Santa Maria, California 93455

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without Idaho.

IX.

No shareholder of this corporation shall, because of such shareholder's ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities

convertible into or carrying options or warranties to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation, or by any amended articles duly filed, may at any time be issued, optioned for sale, sold, or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 30th day of September, 1992.



David Doremus