



CERTIFICATE OF INCORPORATION  
OF

CROOKS', INC.

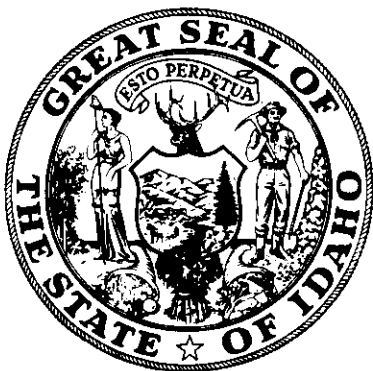
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

CROOKS', 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 November 21, 19 80.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
CROOKS', INC.

Nov 21 8 35 AM '80  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes herein-after stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I.

That the name of the Corporation shall be CROOKS', INC.

ARTICLE II.

The Corporation is formed for the purpose of the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE III.

The Corporation is to have perpetual existence.

ARTICLE VI.

The names and addresses of the incorporators and the number of shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Mary Vanell Crooks	Route 1 Box 43, Shelley, Idaho	1
Sherwin Millar Crooks	Route 1 Box 45, Shelley, Idaho	1
Bonita C. Hansen	179 North Milton, Shelley, Idaho	1
Virginia C. Palmer	Route 2 Box 321, Shelley, Idaho	1

ARTICLE V.

The Stock of the Corporation shall be of one class, common, which shall not be subject to assessment for any reason.

There shall be authorized 100,000 shares of a par value of Fifty Cents (\$.50) per share.

ARTICLE VI.

The location of the initial registered office of the Corporation shall be in Bingham County, Idaho, at: Route 1, Box 43, Shelley, Idaho, 83274.

ARTICLE VII.

The initial registered agent of this Corporation shall be:  
Mary Vanell Crooks, Route 1, Box 43, Shelley, Idaho 83274.

ARTICLE VIII.

The Board of Directors shall consist of four (4) 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 By-Laws; provided, however, that the number of directors constituting the Board shall not be less than three (3) nor more than nine (9).

The names and addresses of the directors constituting the initial Board of Directors, who shall serve as directors until the first annual meeting or until their successors are elected and qualify, are: Mary Vanell Crooks, Sherwin Millar Crooks, Bonita C. Hansen, and Virginia C. Palmer.

ARTICLE IX.

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

ARTICLE X.

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such 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 interested in, or are the directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, any director of the Corporation which is also a director or officer of such other corporation which shall authorize such contract or transaction, with like force and effect, as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of November, 1980.

Mary M. Crooks  
Mary Vanell Crooks

Sherwin M. Crooks  
Sherwin Millar Crooks

Bonita C. Hanson  
Bonita C. Hanson

Virginia C. Palmer  
Virginia C. Palmer

STATE OF IDAHO       )  
                              : ss.  
County of Bingham )

On this 19<sup>th</sup> day of November, 1980, before me, the undersigned, a Notary Public for Idaho, personally appeared Mary Vanell Crooks, Sherwin Millar Crooks, Bonita C. Hanson, and Virginia C. Palmer, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

Leid S. Larson  
Notary Public for Idaho  
Residing at: