



CERTIFICATE OF INCORPORATION  
OF

ROBERTSON KENNELS, 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 10, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by *Sandra Mawkey*

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE

ROBERTSON KENNELS, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. NAME

The name of the corporation is Robertson Kennels, Inc.

ARTICLE TWO. PURPOSES

The purposes of the corporation are to train gun dogs, field trail and board dogs, and sell supplies related to these activities, and to engaged in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE. DURATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR. POWERS

The corporation shall have all the powers granted generally to a corporation by the Idaho Code.

ARTICLE FIVE. REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office in the State of Idaho is 1495 South Locust Grove, City of Meridian, County of Ada, 83642. The name of the corporation's initial registered agent at such address is Richard Robertson, Sr.

ARTICLE SIX. STOCK

The total authorized number of par value shares of stock is 1,000,000. The aggregate par value of the total authorized number of par value shares is One Million Dollars (\$1,000,000.00). All stock will have a par value of One Dollar (\$1.00). All shares will be classified as common stock with all rights attributed thereto.

It is intended the the as originally issued be considered "Small Business Corporatin Stock" as described in I.R.C. Section 1244.

## ARTICLE SEVEN. STOCKHOLDERS

An annual meeting of stockholders will be held as set by the bylaws of the corporation. A quorum for the purpose of conducting business at a meeting of the stockholders shall be not less than those representing a majority of the number of outstanding shares of stock.

Meetings, other than the annual meeting, of the stockholders shall be called and noticed as provided by law.

Any act required to be approved by the members must be approved by the members representing a majority of the outstanding shares of stock.

In the election of directors, members may not cumulate their votes.

## ARTICLE EIGHT. DIRECTORS

The number of directors constituting the initial board of directors is three and the names and addresses of persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Name	Address
Richard Robertson, Sr.	1495 S. Locust Grove, Meridian, ID
Johnnie Robertson	1495 S. Locust Grove, Meridian, ID
Richard Robertson, Jr.	1495 S. Locust Grove, Meridian, ID

The directors shall be elected for a term of one year and will be eligible for re-election.

A quorum of the board of directors shall be a majority of all members of the board.

Any director may be removed from office by a majority vote of the stockholders, provided that the number of votes cast in favor of removal is greater than the number of votes cast for the election of the director at the last election.

The board may appoint executive committees as provided by law.

A director shall not be personally liable for any action taken in his or her capacity as director except for an act which constitutes: a breach of the duty of loyalty to the corporation or its members; an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law; or a transaction from which the director

derived an improper personal benefit.

#### ARTICLE NINE. INCORPORATORS

The name and address of each incorporator is:

Name	Address
Richard Robertson, Sr.	1495 S. Locust Grove, Meridian, ID
Johnnie Robertson	1495 S. Locust Grove, Meridian, ID
Richard Robertson, Jr.	1495 S. Locust Grove, Meridian, ID

#### ARTICLE TEN. BYLAWS

The initial by-laws shall be adopted by the board of directors. Thereafter, by-laws may be adopted, amended or repealed by the board of directors, provided that the shareholders, by a majority vote, may also adopt, amend or repeal by-laws. Any by-law adopted or amended by the shareholders may not thereafter be repealed or amended in a manner contrary to the intent of the shareholders.

#### ARTICLE ELEVEN. OFFICERS

The officers of the corporation shall be a president, a vice-president, and a secretary/treasurer and such other officers as the board of directors by resolution may direct. The officers shall be elected by the board of directors. The duties of the general officers shall be established by the by-laws.

#### ARTICLE TWELVE. S CORPORATION ELECTION

It is the intent of the corporation to be established as an S Corporation for federal and state tax purposes under I.R.C. Section 1361.

Executed in duplicate on July 1, 1987.

*Richard H. Robertson*  
*Johnnie L. Robertson*