

# State of Idaho

## Department of State

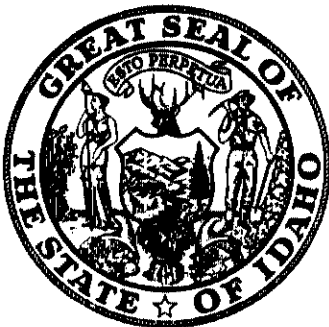
### CERTIFICATE OF INCORPORATION OF

DEE, INCORPORATED

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: August 14, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie J. ...*

1 **ROBERT L. ALDRIDGE, CHARTERED**  
2 Attorney at Law  
3 1209 North Eighth Street  
4 Boise, Idaho 83702-4297  
5 Telephone: (208) 336-9880  
6 Attorney for Corporation

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7 Articles of Incorporation

8 Of

9 DEE, INCORPORATED

10 KNOW ALL MEN BY THESE PRESENTS, that I, Deanna B. Hanna, being of legal age and a citizen  
11 of the United States, for the purpose of forming a body corporate in accordance with the provisions of  
12 the Idaho Business Corporation Act, §§30-1-1, et seq., of the Revised Statutes of the State of Idaho, as  
13 amended, do hereby make, execute, and acknowledge these Articles of Incorporation, in writing as  
14 follows:

15 ARTICLE I - NAME

16 The corporate name of this association shall be DEE, INCORPORATED and the initial business location  
17 of the corporation shall be Canyon County, Idaho.

18 ARTICLE II - PURPOSES

19 The purposes of this Corporation are:

20 (1) The Corporation may perform any acts and provide any services for any lawful purpose, including  
21 all purposes described in Idaho Code, §§30-1-1 et seq., and especially in §30-1-4, and any amendments  
22 or additions thereto, but not limited thereto. The corporation's primary purpose shall be development  
23 of concepts.

24 (2) The Corporation may buy, lease, or otherwise acquire, rights and interests of every character and  
25 description, in or to or relating to any mineral or volatile substances, and lands containing or believed  
26 to contain any such substances, and any leases, grants, and contracts relating thereto.

27 (3) The Corporation may purchase or otherwise acquire, in any status, real property, within or without  
28 the State of Idaho.

29 (4) The Corporation may manufacture, purchase, receive, or otherwise acquire, in any status, and may  
30 invest, deal and trade in and with, goods, wares, merchandise and personal property of any and every  
31 class and description, within or without the State of Idaho.

32 (5) The Corporation may purchase otherwise acquire, in any status, shares of capital stock or other  
33 similar items and as owner thereof may possess and exercise all the rights, powers, and privileges of  
34 ownership, including the right to execute consents and vote thereon, and may do any and all acts and

1 things necessary or advisable for the preservation, protection, improvement and enhancement in value  
2 thereof.

3 (6) The Corporation may acquire the assets, good will, rights, property, and debts and liabilities of any  
4 person or entity; the Corporation may pay for the same in cash, the stock of the Corporation, bonds, or  
5 otherwise. The Corporation may conduct in any lawful manner the whole or any part of any business  
6 so acquired and may exercise all the powers necessary or convenient in and about the conduct and  
7 management of such business.

8 (7) The Corporation may enter into contracts of every kind for any lawful purpose, with any person or  
9 entity, including the government of the United States of America, or with any foreign government, or  
10 with state, territory, province, municipality, or other political subdivision, or with any governmental  
11 agency.

12 (8) The Corporation may borrow money in any manner and in any form, and make agreements  
13 evidencing such debt, including documents for security, and including security in the stock of the  
14 Corporation.

15 (9) The Corporation may purchase and transfer its own stock, subject to the conditions imposed by law.

16 (10) The Corporation may acquire in any manner and in any status patents, trade-marks, copyrights,  
17 inventions and any similar items.

18 (11) The Corporation may, subject to the applicable laws in effect, loan funds, with or without security.

19 (12) The Corporation may more than one office and may operate outside or inside the State of Idaho,  
20 without restriction, subject to qualification requirements in other jurisdictions.  
21 This association shall be a for-profit corporation. This organization is not organized for profit, and no  
22 part of the net earnings shall inure to the benefit of any private shareholder.

23 (13) The Corporation may carry on any business whatsoever in connection with the objects and purposes  
24 set forth in these Amendments and/or allowable by law.

25 (14) The Corporation may perform as principal, agent, contractor, trustee, or in any other lawful status,  
26 alone or with others.

27 The foregoing objects and purposes are each independent, unless otherwise expressly limited, and each  
28 purpose shall not be limited or restricted by reference to, or inference from, the terms of any other clause  
29 or paragraph of these Articles. The foregoing shall be construed as both objects and powers; the  
30 enumeration of the foregoing shall not be deemed to limit or restrict in any manner the general powers  
31 conferred on this Corporation by the laws of the State of Idaho, and the Corporation shall expressly hold  
32 all such general powers.

### 33 ARTICLE III - DURATION

34 The period of duration of this Corporation shall be perpetual.

1 **ARTICLE IV - ASSESSMENTS**

2 The shares of stock of the Corporation, if and to the extent fully paid, shall not be subject to assessment  
3 for any purpose.

4 **ARTICLE V - POWERS OF BOARD OF DIRECTORS**

5 In furtherance, and not in limitation, of the powers conferred by statute on such Board, the Board of  
6 Directors is expressly authorized:

7 (1) To repeal and amend the By-laws of the Corporation and to adopt new By-laws, subject to the right  
8 of the shareholders to alter or repeal such By-laws.

9 (2) To designate, by a resolution passed by the majority of the whole Board, two or more of the  
10 Directors to constitute an executive committee, which, to the extent provided in such resolution, shall  
11 have and exercise the authority of the Board of Directors in the management of the business of the  
12 Corporation.

13 (3) When, and as, authorized by the affirmative vote of the holders of a majority of the stock issued and  
14 outstanding which has voting power, given at a stockholder's meeting duly called for that purpose, the  
15 Board of Directors shall have the power and authority to sell, lease, or exchange all the assets of the  
16 Corporation, other than its franchise of being a Corporation, upon such terms and conditions and for such  
17 consideration (which may be, in whole or in part, shares of stock in other corporations) as the Board of  
18 Directors shall deem expedient and for the best interest of the Corporation.

19 **ARTICLE VI - REGISTERED AGENT**

20 The registered agent, and the address thereof, is as follows:

21 Deanna B. Hanna  
22 3510 N. Can-Ada Rd.  
23 Nampa, Idaho 83687.  
24

25 **ARTICLE VII - AUTHORIZED SHARES - COMMON STOCK**

26 The total number of shares of common stock which the Corporation shall have authority to issue shall  
27 be 5,000 shares of the par value of One Dollar and No Cents (\$1.00) each, amounting in the aggregate  
28 to \$5,000.00. No shareholder shall be entitled as a matter of right to subscribe for or receive additional  
29 shares of any class of stock of the Corporation, whether now or hereafter authorized, or of any bonds,  
30 debentures or other securities convertible into stock, but such additional shares of stock or other securities  
31 convertible into stock may be issued or disposed of by the Board of Directors to such persons and on  
32 such terms as in its discretion it shall deem advisable.

33 **ARTICLE VIII - INCORPORATOR**

34 The name and address of the incorporator and the number of shares and class of stock subscribed for by  
35 her are as follows:

36 Deanna B. Hanna, 3510 N. Can-Ada Rd., Nampa, Idaho 83687.....1,000 shares.

1 ARTICLE IX - AMENDMENT OF ARTICLES

2 The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these  
3 Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred  
4 upon shareholders herein are granted subject to this reservation.

5 ARTICLE X - PURCHASE OF SHARES BY CORPORATION

6 Purchase by the Corporation of its own shares of stock shall be made, whether directly or indirectly, only  
7 to the extent of the then existing unreserved and unrestricted earned surplus available therefore, or the  
8 unreserved and unrestricted capital surplus available therefor, whichever shall be greater, and shall in any  
9 event be in compliance with Idaho Code, §30-1-6, as the same may be amended.

10 ARTICLE XI - BOARD OF DIRECTORS

11 The Board of Directors shall consist of the number of directors set forth in the By-laws of the  
12 Corporation, as the same may be amended from time to time. The initial Board shall be composed of:

13 Deanna B. Hanna  
14 3510 Can-Ada Rd.  
15 Nampa, Idaho 83687

Mark Hanna  
1605 Road 7 East  
Edgerton, Wisconsin 53534


16 Bruce L. Hanna  
17 696 W. 12300 South  
18 Draper, Utah 84020

Gary Hanna  
3510 Can-Ada Rd.  
Nampa, Idaho 83687

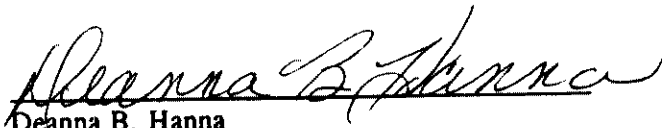
19 ARTICLE XII - CUMULATIVE VOTING

20 Cumulative voting shall be, pursuant to law, allowed.

21 IN WITNESS WHEREOF, these Articles of Incorporation are made, signed, acknowledged, and executed  
22 this July 27, 1992.

23   
24 Deanna B. Hanna

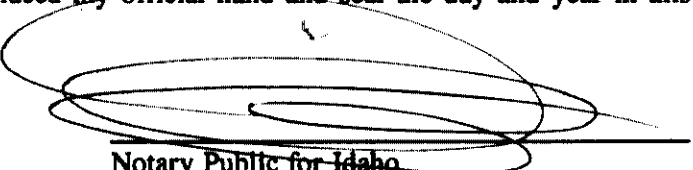
25 THE UNDERSIGNED hereby certifies that she is an officer and director of DEE, INCORPORATED  
26 and that the above Articles of Incorporation were duly adopted by the Corporation and the Board of  
27 Directors at a meeting thereof, by unanimous consent, on July 27, 1992 at Nampa, Idaho, Idaho.

  
Deanna B. Hanna

STATE OF IDAHO     )  
                              ) ss.  
COUNTY OF ADA     )

On this July 27, 1992, before me, Robert L. Aldridge, a Notary Public in and for said State, personally appeared Deanna B. Hanna known or identified to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto placed my official hand and seal the day and year in this Certificate first above written.



Notary Public for Idaho  
Residing at Meridian  
Commission expires 7-1-94