



**CERTIFICATE OF INCORPORATION  
OF**

**H R, 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: **September 6, 1988**



**SECRETARY OF STATE**

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

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SEC. OF STATE

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ARTICLES OF INCORPORATION  
OF  
H R, INC.

KNOW ALL MEN BY THESE PRESENTS that we the undersigned each being a natural person of full age and a citizen of the United States of America, do hereby form a corporation under the Idaho Business Corporation Act, and do hereby adopt the following articles of incorporation:

I

The name of this corporation shall be H R, Inc.

II

The term of this corporation shall be perpetual.

III

The corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and as the Board of Directors may from time to time determine.

IV

The aggregate number of shares which the corporation has the authority to issue is 100,000 shares of common stock, which shall all be of one class. The par value of each share is \$10.00. All of the shares shall have the same powers and voting rights and shall be non-accessible.

## V

The holder of any shares in this corporation may not transfer said shares to any person other than the corporation or another holder of shares in this corporation without first offering to sell such shares to the corporation; and if the corporation declines, within thirty (30) days of such offer, to purchase such shares at the price offered by a non-stockholder, then the holder of shares for sale must offer the same to the other holders of shares at the same price, and in proportion to the number of shares held by each. If such shareholders also decline to meet such offer of purchase, then the shares may be sold to any other qualified person, at a price not less than that offered to the corporation or the shareholders.

## VI

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws. The initial Board of Directors shall number three (3). In case of an increase in the number of directors, the additional directors may be elected by the directors then in office, and the director so elected shall hold office until the next annual meeting of the stockholders and until there successors are elected and qualified.

## VII

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

## VIII

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors. Such power may be exercised by a two-thirds (2/3) vote of the Board of Directors at any annual or special meeting of the Board of Directors called for that purpose.

## IX

The Articles of Incorporation of this corporation may be amended by a majority vote at any annual or special meeting of the stockholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution proposed by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

## X

The location and post office address of the initial registered office of the corporation is HC85 Box 150, Bruneau, Idaho 83604, and the name of the initial registered agent of the corporation who may found at that address is Paul M. Glerum.

## XI

The names and post office addresses of the initial directors of the corporation, appointed by the incorporators, to serve until the first election of directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul M. Glerum	HC85 Box 150 Bruneau, Idaho 83604
Rolf T. Glerum	HC85 Box 150 Bruneau, Idaho 83604
Harold A. Glerum	HC85 Box 150 Bruneau, Idaho 83604

## XII

The names and post office addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul M. Glerum	HC85 Box 150 Bruneau, Idaho 83604
Rolf T. Glerum	HC85 Box 150 Bruneau, Idaho 83604
Harold A. Glerum	HC85 Box 150 Bruneau, Idaho 83604

## XIII

This corporation does hereby elect, in accordance with the provisions of 26 U.S.C.S., Subchapter S, Sections 13-712 to 13-79 inclusive not to be subject to the taxes imposed on corporations by the Federal Internal Revenue Statutes.

IN WITNESS WHEREOF we have hereunto set our hands this 25<sup>th</sup>  
day of August, 1988.

Paul M. Glerum  
PAUL M. GLERUM

Rolf T. Glerum  
ROLF T. GLERUM

Harold A. Glerum  
HAROLD A. GLERUM

STATE OF IDAHO           )  
                                  )  
County of ELMORE       )  
                                  )       ss.

On this 25<sup>th</sup> day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared PAUL M. GLERUM known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurinda A. Burt  
Notary Public for Idaho  
Residing at: Grand View, Idaho

STATE OF IDAHO           )  
                                  )  
County of                   )  
                                  )       ss.

On this 23<sup>rd</sup> day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared ROLF T. GLERUM known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal the day and year in this certificate first above written.

James H. Hicks  
Notary Public for Idaho  
Residing at: Idaho Falls, Idaho

STATE OF IDAHO                    )  
  )       ss.  
County of ELMORE                )

On this 25th day of August, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared HAROLD A. GLERUM known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal the day and year in this certificate first above written.

Laurinda A. Beierle  
Notary Public for Idaho  
Residing at: Grand View, Idaho