



CERTIFICATE OF INCORPORATION  
OF

**HELMER DIVERSIFIED, INCORPORATED**

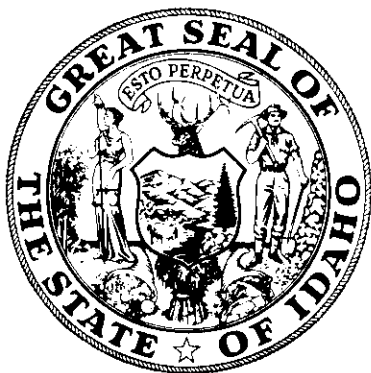
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**HELMER DIVERSIFIED, INCORPORATED**

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 30, 1984**



SECRETARY OF STATE

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

CORPORATE CHARTER  
ARTICLES OF INCORPORATION  
OF  
HELMER DIVERSIFIED, INCORPORATED

JUL 30 2 10 PM '84  
SECRETARY OF STATE

We, whose names are hereto subscribed, hereby associate ourselves into a body corporate under the laws of the State of Idaho, and do hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation shall be HELMER DIVERSIFIED, INCORPORATED.

ARTICLE II

The principle place of business of this corporation shall be at Route One, Box 97, Deary, Idaho 83823, County of Latah, State of Idaho.

The initial registered agent and mailing address for such office is:

Claude Halseth  
2021 Main Street - Helmer, Idaho  
Route One, Box 97  
Deary, Idaho 83823

ARTICLE III

The purposes for which this corporation is formed are:

- (a) To engage in the buying and selling of used automobiles, auto parts, minerals, gemstones, precious metals and metals, and livestock.
- (b) To borrow money or otherwise incur indebtedness to such limits as may be authorized by the board of directors, and to draw, make, accept, endorse,

ARTICLES OF INCORPORATION

transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills or exchange, negotiable instruments, and all other instruments for the payment of money, negotiable and non-negotiable secured and unsecured.

(c) To conduct business in this state or other states, District of Columbia, territories and colonies of the United States and foreign countries or territories as allowed by law, and to maintain, if necessary, one or more offices or other places of business outside of this state, and to receive, purchase, hold, acquire, deal in and with any real or personal property or any interest therein, either within or outside the State of Idaho, reasonably calculated to promote the purposes of this corporation; to acquire the operating name, good will, property rights, and the whole or any part of any estate, tangible or intangible and to assume the liabilities of any part of any person, firm, association, corporation, or other business organization, and to pay for said good will rights, property and assets in cash and the stock of this corporation, it's bonds, it's debentures, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor thereof, and to hold in any manner or dispose of all or any part of the property so acquired; to conduct in any lawful manner the whole or part of any business so acquired and to exercise all the powers necessary and expedient in and about the conduct and management of such business or businesses, or property or properties.

(d) To purchase, insofar as the same may be done without impairing the capital of this corporation, except as otherwise prohibited by law, and to hold, pledge and reissue shares of its own stock but such stock so acquired and held shall not be entitled to vote nor to receive dividends.

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(e) To purchase, lease or otherwise acquire by bequest, devise, gift or other means and to hold, own, manage, or develop and to mortgage, hypothecate, sell, convey, exchange, option, subdivide or otherwise dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the affairs of this corporation and in any manner that may be necessary, useful or advantageous for the purposes of this corporation.

(f) To hire and employ agents, servants, and employees; to enter into agreements of employment and collective bargaining agreements.

(g) To have, exercise, enjoin and participate in all the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and to do any act or thing necessary or convenient for the transaction of the aforesaid business or businesses and for the carrying into effect of any and all the aforesaid objects and purposes.

(h) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assignors, assignees, licencees, partners, or otherwise, which can be generally carried on in connection with any of the pursuits aforesaid.

(i) It is hereby expressly provided that the enumeration hereinabove of its specific objects and powers shall be construed as such and shall not be held to limit or restrict in any manner the general powers of this corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to carry on any business or exercise any powers or do any act which corporations formed under the laws of Idaho now or hereinafter may not, at the time of such act, lawfully carry on, consummate or do, and the purposes, objects, and powers specified herein shall in no wise restrict or limit by reference

or influence the terms, objects, purposes and powers of any other clauses, paragraphs or Articles of the Articles of Incorporations.

#### ARTICLE IV

The authorized capital stock of this corporation is Four Thousand Dollars (\$4,000.00), divided into four hundred shares of the par value of ten dollars (\$10.00) each.

#### ARTICLE V

The corporation period of this corporation shall begin on the date the Secretary of State issues a certificate of incorporation and shall be perpetual, unless dissolved by a ninety percent (90%) vote of the stockholders at any annual meeting, or at a special meeting called for that purpose, or by unanimous consent as provided by law.

#### ARTICLE VI

The business and financial affairs of this corporation shall be managed and controlled by a board of two (2) directors or such other number as shall from time to time be specified by the By-laws.

#### ARTICLE VII

Until the first election which shall be held on June 1, 1985, the following persons shall be directors and officers:

Roger D. Williams  
President-Treasurer

Route One, Box 120  
Deary, Idaho 83823

Claude Halseth  
Vice-President-Secretary

Route One, Box 97  
Deary, Idaho 83823

#### ARTICLES OF INCORPORATION

#### ARTICLE VIII

The earnings of this association shall be apportioned in the manner provided by law.

The distribution of profits shall be at such times as the By-laws shall prescribe, which shall be as often as once in twelve (12) months.

#### ARTICLE IX

The private property of the stockholders shall be exempt from corporate liability except to the extent and in the manner provided by the laws of the State of Idaho.

This article shall not be changed, except by unanimous consent of all stockholders in interest.

#### ARTICLE X

None of the funds as defined in the By-laws of this association shall be used in payment of any promotion, or as commissions, salaries or expenses of any kind, character or nature whatsoever.

#### ARTICLE XI

The corporation may make and alter By-laws at pleasure, and may authorize the board of directors to do so, subject to such restrictions as may be deemed advisable.

#### ARTICLE XII

This corporation may amend its Articles of Incorporation by a majority vote of its stockholders at any regular stockholders' meeting or at any special stockholders' meeting called for that purpose, on ten (10) days notice to all stockholders.

#### ARTICLES OF INCORPORATION

INCORPORATORS

Roger D. Williams

Route One, Box 120-Deary, ID 83823

Claude Halseth

Route One, Box 97-Deary, ID 83823

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27<sup>th</sup>  
day of July, 1984.

Roger Williams  
Roger D. Williams

Claude Halseth  
Claude Halseth

STATE OF IDAHO       )  
                              ) ss.  
County of Idaho       )

On this 27<sup>th</sup> day of July, 1984, before me the undersigned  
a Notary Public in and for the State of Idaho, personally appeared ROGER D. WILLIAMS  
and CLAUDE HALSETH, known to me to be the persons whose names are subscribed  
to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal the day and year last above written.

(SEAL)

Judie Halseth  
Notary Public in and for the State  
of Idaho, residing at Deary.

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