

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HALF-BREED, INCORPORATED

File number C 112015

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 13, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Redman*

ORIGINAL

SEP 13 8 45 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**  
**OF**  
**HALF-BREED, INCORPORATED**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

**ARTICLE I.**

The name of the corporation is Half-breed, Incorporated.

**ARTICLE II.**

The period of existence of this corporation shall be perpetual.

**ARTICLE III.**

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

**ARTICLE IV.**

The aggregate number of share which the corporation shall have authority to issue is one thousand (1000) shares. Such shares are to consist of one class only. The par value of each of such shares shall be Five Dollars (\$5), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE  
9/13/95 9:00:00 AM  
Customer # 19838  
IVC960013382 16384

**CORPORATION PROFIT**

1 @ 100.00 = 100.00

#### **ARTICLE V.**

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

#### **ARTICLE VI.**

Stockholders of the corporations shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporations shall first be offered to the stockholders of the corporations.

#### **ARTICLE VII.**

The business of the corporation shall be managed and conducted by a Board of Directors of not less than two (2) nor more than seven (7) directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

#### **ARTICLE VIII.**

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suite is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of this duty, such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

**ARTICLE IX.**

In addition to the powers and authority granted to the directors in the Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with the laws as may be set forth in the bylaws.

**ARTICLE X.**

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation in the manner consistent with the law and in conformity with the provisions set forth in the bylaws.

**ARTICLE XI.**

The address of the initial registered office of the corporation is 408 Sherman Avenue, Suite 202, Coeur d'Alene, Idaho 83814.

The name of the corporation's initial registered agent at such address is R.D. Watson.

**ARTICLE XII.**

The number of directors constituting the initial Board of Directors is one (1).

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are:

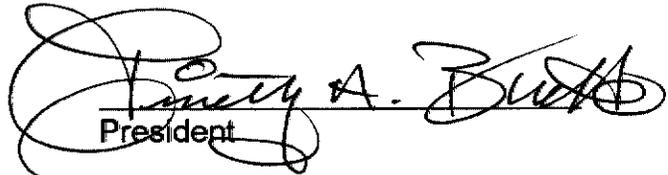
Timothy A. Bucho  
P.O. Box 1591  
Coeur d'Alene, Idaho 83816

The name and address of the incorporator is:

Timothy A. Bucho  
P.O. Box 1591  
Coeur d'Alene, Idaho 83816

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

7<sup>th</sup> day of September, 1995.

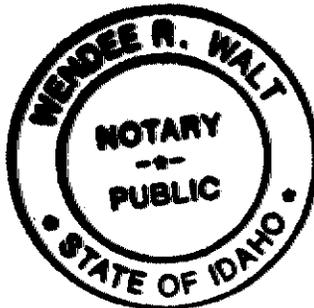
  
President

  
Secretary/Treasurer

STATE OF IDAHO )  
 ) ss.  
County of Kootenai )

On this 7 day of September, 1995, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Tim Bucho, known to me to be the person whose names is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same, and that he was of lawful age and a citizen of the United States of America.

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



  
NOTARY PUBLIC FOR IDAHO  
Residing at: Kootenai County  
Commission Expires: 2001