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**OF** 

STATE OF IDAHO

#### STJJ ENTERPRISES, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or most, acting as incorporators of a corporation under the Idaho Business and Corporation Act, Chapter 1, Title 16, adopt the following Articles of Incorporation for such corporation:

### ARTICLE I Corporate Name

1.01 The name of this corporation is:

#### STJJ ENTERPRISES, INC.

### ARTICLE II Time of Duration

2.01 The duration of this corporation shall be "perpetual" unless otherwise dissolved by legal proceedings.

## ARTICLE III Capital Stock

- 3.01 The aggregate number of shares which the Corporation shall be authorized to issue shall be shares. These shares are divided into the following classes:
  - (a) 100 shares of Class A voting stock with a 0.00 par value of per share, designated as "Class A Voting";
  - (b) 9,900 shares of Class A non-voting stock of a par value of 0.00, designated as "Class A Non-Voting Common."

# ARTICLE IV Preferences, Limitations, and Relative Rights

The limitations and relative rights in respect to the shares of each class are as follows:

- 4.01 <u>Class A Voting Stock</u>. The Class A Voting Stock shall have the limitations and relative rights as hereinafter provided:
  - (a) <u>Issuance</u>. When payment for the consideration for which the shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully

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paid and the holder thereof shall not be liable for any call. The shares will then be non-assessable.

(b) <u>Voting</u>. The holders of the Class A Voting shares shall be entitled to elect a total of three (3) directors to the Board of Directors. Voting shall be on a one vote per share basis.

In voting for the election of directors, cumulative voting is permitted, and each stockholder may accumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

- 4.02 <u>Class A Non-Voting Stock</u>. The Class A Non-Voting shareholders shall have no voting rights. When payment for which the shares are to be issued shall have been received by the corporation, such shares shall be non-assessable and the holder thereof shall not be liable for any call. Except for the difference in voting rights, all other rights in the Class A Voting and Class A Non-Voting Stock are identical, including but not limited to, dividend rights and liquidation preference.
- 4.03 <u>Dividends</u>. The record holders of the Class A Voting and Class A Non-Voting shares shall share equally in all dividends declared by the Board of Directors; provided always, the Board of Directors may elect in its discretion not to declare dividends. Dividends will not accumulate. The record of shareholders entitled to receive a dividend will be taken at the close of business on March 31, June 30, September 30 and December 31 (or if such date is not a business day, on the last prior business day).

## ARTICLE V Initial Office and Agent

5.01 The address of this corporation's initial registered office and the name of its principal registered agent at such address is: Shane DeWitt, 1021 Lincoln, Montpelier, Idaho 83254.

### ARTICLE VI Business Location

6.01 The mailing address and principal place of business shall be 1021 Lincoln, Montpelier, Idaho 83254. The business of this Corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the directors shall determine.

# ARTICLE VII Initial Directors

7.01 The number of Directors constituting the initial Board of Directors of this corporation is four (4). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified, are:

SHANE JOHNSON 1021 Lincoln Montpelier, Idaho 83254

TROY JOHNSON 548 East 1980 North North Logan, Utah 84341

MANDY JOHNSON 1021 Lincoln Montpelier, Idaho 83254

CARY JOHNSON 548 East 1980 North North Logan, Utah 84341

### ARTICLE VIII Officers

8.01 The officers of the Corporation may consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. One person may hold more than one office as officer of the Corporation when approved by the Corporation's Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted.

## ARTICLE IX Incorporators

9.01 The names and addresses of each incorporator is:

SHANE JOHNSON

1021 Lincoln

Montpelier, Idaho 83254

# ARTICLE X Liability of Stockholders

10.01 The private property of the stockholders shall not be liable for corporate obligations.

## ARTICLE XI By-Laws

11.01 The By-Laws of the Corporation shall be adopted and may be amended and/or repealed by a majority vote of the Board of Directors of the Corporation, subject to any restrictions or limitations imposed by law, or contained in the By-Laws.

## ARTICLE XII Restrictions on Transfer of Shares

12.01 The Stock, mentioned above, shall be subject to restrictions of transfer and alienation according to the rules now in effect and promulgated by Chapter 8, Title 28 of the Idaho Code and the Securities Act of 1933 as well as any amendments to either that may be subsequently adopted All certificates of stock representing shares, either common or preferred, in the corporation shall be marked with the following legend:

THE SHARES REPRESENTED HEREBY HAVE NEITHER BEEN REGISTERED UNDER THE FEDERAL SECURITIES ACT OF 1933 NOR WITH THE IDAHO SECURITIES COMMISSION AND ARE SUBJECT TO LIMITATIONS ON RESALE. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES OR THE OPINION OF APPROVED COUNSEL PRESENTED TO THE CORPORATION PRIOR TO THE PROPOSED TRANSFER OR ALIENATION THAT REGISTRATION IS NOT REQUIRED UNDER THE ACT IS ALSO NOT REQUIRED BY THE IDAHO SECURITIES COMMISSION NOR WILL DISQUALIFY THE CORPORATION'S SUB CHAPTER "S" ELECTION UNDER THE UNITED STATES INTERNAL REVENUE CODE (26 USCA '1371 ET SEQ.).

# ARTICLE XIII Re-Acquired Shares

13.01 The Board of Directors shall have the power to create a fund for the purchase of the Corporation's stock by the Corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to pre-emptive rights, if any, of the remaining stockholders.

## ARTICLE XIV Notices

14.01 Any notices and time limitations to stockholders, directors or officers under the laws of the State of Idaho may be waived by such stockholder, director or officer in writing.

# ARTICLE XV Amendment

15.01 These Articles may be amended pursuant to the procedures set forth in the Bylaws of the Corporation.

# ARTICLE XVI Scope of Articles of Incorporation

16.01 Except as provided above, all other matters for the operation of corporate affairs shall be provided for in the corporate By-Laws.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this \_\_\_\_ day of September, 2000.

ORIGINAL INCORPORATOR:

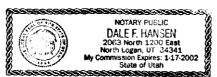
SHANE JOHNSON

STATE OF IDAHO

County of Dear Jake

TROY JOHNSON, being first duly sworn upon oath, deposes and says: That he has read the foregoing Articles of Incorporation, know and understand the contents thereof, and that the same are true of their own knowledge.

SUBSCRIBED AND SWORN TO before me this 19day of September, 2000.



Notary Public

#### ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

Shane Johnson, as the appointed Registered Agent for STJJ ENTERPRISES, INC., does hereby accept the appointment of Registered Agent for said Corporation.

SHANE JOHNSON

SUBSCRIBED AND SWORN TO before me this 3 day of September, 2000.

Notary Public

9-26-03