

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

"A" COMPANY, INC.

was filed in the office of the Secretary of State on the 18th day of October A.D., One Thousand Nine Hundred seventy-two and will be /duly recorded on ~~Film~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Perpetual Existence from the date hereof, with its registered office in this State located at Boise, Idaho in the County of Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 18th day of October, A.D., 19<sup>72</sup>.

Pete T. Cenarrusa  
Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

of

"A" COMPANY, INC.

RECEIVED  
SECRETARY OF  
STATE

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being citizens of the United States of America, and all being persons of full legal age, have this day voluntarily associated ourselves together for the purpose of forming a domestic corporation, under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

CORPORATE NAME

That the name of this corporation shall be "A" COMPANY, INC.

ARTICLE II

PURPOSES

- (a) To form a private profit making corporation.
- (b) To engage in the manufacture, sale, leasing, marketing and servicing of goods, merchandise and services owned or produced by the corporation.
- (c) To engage a sales force by employment or sub-contract and to employ such other personnel as may be convenient or necessary to the furthering of corporate purposes.
- (d) To conduct business in the State of Idaho, in any sister state of the United States, or any foreign country in the world.

(e) To engage in any business relative to marketing goods and merchandise, such as the erection of buildings, owning and leasing the same, the purchase and leasing of vehicles, aircraft, or ships, or any convenient means of conveyance; and to enter into advertising ventures.

(f) To negotiate and enter into contracts with other corporations.

(g) To deal in personal and real property and to mortgage, borrow, hypothecate, buy, sell, transfer or encumber the same in any form that may be convenient to the corporate business.

(h) To issue certificates of stock and to deal in its own corporate stock or the stock of any other corporation.

(i) To own, buy, sell, hypothecate, borrow, loan and otherwise enter the money market to obtain capital or operating funds for the corporate purposes or to produce capital funds for other corporations or individuals and to use any of its corporate assets as security therefor.

(j) To establish bank accounts, engage in non-related investments and to draw on accounts thus established at will.

### ARTICLE III

#### EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved by unanimous vote of the stockholders or by operation of law.

### ARTICLE IV

#### ADDRESS

The location and post office address of the corporation's registered office in the State of Idaho is:

200 Wise Way  
Boise, Idaho 83702

ARTICLE V

STOCK

(a) The total authorized number of shares of corporate stock shall be 1,000 shares, with each share having a par value of \$10.00.

(b) There shall be but one class of stock and each share shall have one vote at the annual stockholders' meeting and no share shall be assessable.

(c) No issued shares are to be sold or transferred without the approval of a two-thirds' vote of approval by the Board of Directors, and this restriction will be printed on each certificate.

(d) Any stock certificate issued but held in escrow and not paid for shall not be voted at any time for any purpose. Only fully paid shares shall be allowed a vote at any shareholders' meeting.

ARTICLE VI

INCORPORATORS - STOCK SUBSCRIPTIONS

The name and post office address of each of the incorporators and the number of shares of corporate stock subscribed or purchased by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Laurence B. Moore	3677 Manchester Boise, Idaho	200
John Reardon	Route 4 Boise, Idaho 83702	200
Martin T. Boyd	4222 Camas Boise, Idaho 83705	200

ARTICLE VII

OFFICERS

The officers of this corporation shall consist of a Board of Directors to be elected by the shareholders consisting of not less than three nor more than seven directors

to be elected at the stockholders' organizational meeting and at each stockholders' annual meeting thereafter. The Board of Directors shall at their organizational meeting and annual meetings elect a chairman of the board, a corporate president and one or more vice-presidents. All other corporate officers shall be appointed by the Board of Directors as may be convenient and necessary. Board meetings, elections, duties and replacement of officers shall be determined by the corporate by-laws.

#### ARTICLE VIII

##### BY-LAWS

The corporate Board of Directors shall, at their organizational meeting, or as soon thereafter as may be convenient, adopt such by-laws for governing this corporation as they may deem expedient so long as they are not inconsistent with these articles.

#### ARTICLE IX

##### AMENDMENT

These Articles may be amended by a vote of a majority of the outstanding shares of corporate stock on record in the corporate office not less than twenty-four hours before the call hour of any annual or special meeting of the stockholders.

WITNESS our hands at Boise, Idaho, this

28 day of September, 1972.

  
Laurence B. Moore

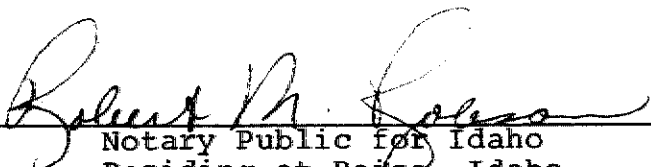
  
John Reardon

  
Martin T. Boyd

STATE OF IDAHO     )  
                              :    ss.  
COUNTY OF ADA     )

On this 28th day of September, 1972, before me, the undersigned, a Notary Public in and for said State, personally appeared LAURENCE B. MOORE, JOHN REARDON and MARTIN T. BOYD, known to me to be the persons whose names are subscribed to the within and foregoing 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 in this certificate first above appearing.

  
Notary Public for Idaho  
Residing at Boise, Idaho