

# *State of Idaho*

## **Department of State**

### CERTIFICATE OF INCORPORATION OF

MOUNTAIN WEST OPTICAL OF BURLEY, INC.

File number C 112641

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: November 13, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Harold*

ARTICLES OF INCORPORATION  
OF  
MOUNTAIN WEST OPTICAL OF BURLEY, INC.

Nov 13 2 27 PM '95  
SECRETARY OF STATE  
STATE OF IDAHO

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as

ARTICLE 1

The name of the Corporation shall be "Mountain West Optical of Burley, Inc."

ARTICLE II

The Corporations's purposes are:

To carry on any business whatsoever that this corporation may deem proper or convenient or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any matter the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

11/13/95 9:00:00 AM  
Customer # 50817  
IVC950023868 16384  
CORPORATION PROFIT

1 @ 100.00 = 100.00

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### ARTICLE III

The Corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 1095 East Main, Burley, Idaho 83318. That Orin Dan Allen shall be the registered agent, whose address is 1095 East Main, Burley, Idaho 83318.

### ARTICLE V

The total number of assesable shares which the Corporation is authorized to issue is 100 shares, with said shares being no par value.

Such shares shall be assesable pursuant to Idaho Code SS-30-19 and 30-1-19A as presently existing or as hereafter amended.

### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Orin Dan Allen and Lisa Allen	604 Lynwood Blvd. Twin Falls, ID 83301	40
Terry N Tranmer and Shirlene Tranmer	1282 Candleridge Cir. Twin Falls, ID 83301	60

### ARTICLE VII

The Board of Directors shall consist of four (4) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the number of Directors constituting the Board shall not be less than one (1) nor more than four (4).

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

Orin Dan Allen	604 Lynwood Blvd. Twin Falls, ID 83301
Lisa Allen	604 Lynwood Blvd. Twin Falls, ID 83301
Terry N. Tranmer	1282 Candleridge Cir. Twin Falls, ID 83301
Shirlene Tranmer	1282 Candleridge Cir. Twin Falls, ID 83301

### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is

hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

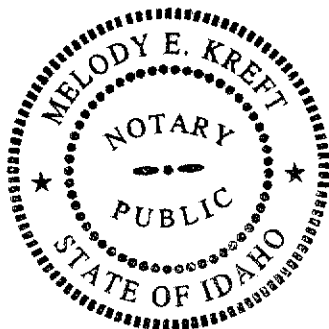
The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporations; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this

8th day of Nov, 1995.



Notary: Melody Kreyt  
Comm. date: 9-1-2001  
Resides at Filer, Idaho

Orin Dan Allen  
Orin Dan Allen

Lisa Allen  
Lisa Allen

Terry N. Tranmer  
Terry N. Tranmer

Shirlene Tranmer  
Shirlene Tranmer