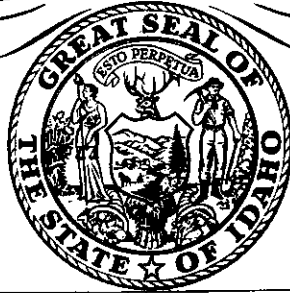


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

MILLER INVESTMENT COMPANY

was filed in the office of the Secretary of State on the **Third** day of **July**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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

Caldwell

in the County of

Canyon

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 **3rd** day of **July**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

MILLER INVESTMENT COMPANY

I.

The name of this corporation is: MILLER INVESTMENT COMPANY.

II.

The purposes for which this corporation is formed are:

(a) To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities, and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to loan money and accept as surety therefor liens on and pledges of real and personal property; to act as agent or attorney for the transaction of any business or the management of the estates or the collection of rents, accounts, interests, dividends, notes, and bonds, securities for money, and demands of every kind and character; and to also act as agent or trustee for persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent or trustee; also to act as agent or broker in securing loans effecting sales of real and personal property; to organize, finance, develop, and improve business firms, partnerships and corporations.

(b) To construct and erect buildings or structures upon and to improve and maintain any and all real property owned, leased or held by this corporation; and to equip, improve and generally operate any and all personal property owned by this corporation.

(c) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own capital stock owned by it shall not be voted upon directly or indirectly.

(d) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory, or municipality of the United States or any foreign country, government or body politic.

(e) To acquire, and hold all or any part of the capital stock, assets, or good will of any business, or any person, firm, association or corporation engaged in any business in whole or in part similar to that of this corporation, consistent with the objects and purposes of this corporation, and to hold, utilize assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(f) To borrow money for any purpose of this corporation,

1 without limit as to amount, and to issue bonds, debentures, notes
2 or other evidences of indebtedness, secured or unsecured, of this
3 corporation for the moneys so borrowed, or in payment for property
4 acquired, or for any other objects or purposes of this corporation,
5 or in connection with its business; to secure payment of such
6 debentures, notes or other obligations by mortgages or pledges or
7 other liens upon any or all of the property of this corporation
8 wheresoever situated.

9 (g) To carry out all or any part of the foregoing objects,
10 or purposes as principal or agent, or otherwise, either alone or in
11 conjunction with any person, association or other corporation and in
12 any part of the world; and in carrying on its business and for the
13 purpose of attaining or furthering any of its objects or purposes,
14 to make and perform such contracts of any kind and description,
15 to do such acts and such things and to exercise any and all such
16 powers as a natural person could lawfully make, perform, do or exer-
17 cise, provided that the same be not inconsistent with the objects
18 or purposes of this corporation, or the statutes of the State of
19 Idaho.

20 (h) To conduct its business in all or any of its branches
21 in the State of Idaho, and in any and all other states, territories,
22 possessions, colonies and dependencies of the United States of
23 America and in the District of Columbia, and in any or all foreign
24 countries, and to have one or more offices within or outside of the
25 State of Idaho.

26 (i) The objects as specified herein shall, except as
27 otherwise expressed, be in no way limited or restricted by refer-
28 ence to or inference from the terms of any other clause or para-
29 graph of these Articles. The objects, purposes and powers specified
30 in each of the clauses or paragraphs in these Articles shall be re-
31 garded as independent objects, purposes and powers.

32 The foregoing shall be construed as objects and powers
and the enumeration thereof shall not be held to limit or restrain
in any manner the general powers now or hereafter conferred on this
corporation by the statutes of the State of Idaho.

III.

The period of existence and the duration of the life of
this corporation shall be perpetual.

IV.

The location and post office address of the registered
office of this corporation in the State of Idaho shall be Caldwell,
in the County of Canyon, State of Idaho.

V.

This corporation is authorized to issue one class of
shares of its capital stock to be designated as common stock; the
total number of shares of common stock which this corporation shall
be authorized to issue is 1,250. The aggregate par value of the
capital stock of this corporation shall be \$125,000.00; and the par
value of each of said shares of common stock shall be \$100.00.

VI.

The names and post office addresses of each of the incor-

1 porators of this corporation and the number of shares of said common
2 capital stock subscribed by each of those incorporators are as fol-
lows:

3	<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
4	C. L. Miller	1922 Dearborn Street Caldwell, Idaho	One
5	Mildred F. Miller	1922 Dearborn Street Caldwell, Idaho	One
6	M. P. Roberts	Route # 5 Nampa, Idaho	One

7
8 Each of the persons above enumerated as incorporators
is a natural person over the age of 21 years and is a citizen of
9 the United States of America.

10 VII.

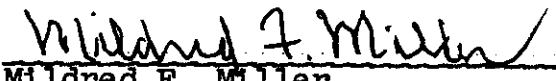
11 The capital stock of this corporation shall be non-
assessable; and the private property of the shareholders in this
12 corporation shall not be liable for the debts, obligations or lia-
bilities of this corporation.

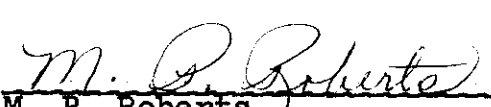
13 VIII.

14 A director of this corporation shall not be required to
15 be a holder of any of the shares of the common capital stock of the
corporation.

16 IN WITNESS WHEREOF, We, the undersigned, for the purpose
17 of forming this corporation under the statutes of the State of Idaho,
have executed these Articles of Incorporation this 21st day of June,
18 1961.

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20 
C. L. Miller

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22 
Mildred F. Miller

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25 
M. P. Roberts
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1 STATE OF IDAHO)
2) ss.
3 County of Canyon)

4 On this 21st day of June, 1961, before me, the under-
5 signed, a Notary Public in and for said State, personally appeared
6 C. L. MILLER, MILDRED F. MILLER and M. P. ROBERTS, known to me to be
7 the persons whose names are subscribed to the within instrument and
8 acknowledged to me that they executed the same and I further certify
9 that each of said persons acknowledged that they were over the age
10 of 21 years and were each citizens of the United States of America.

11 IN WITNESS WHEREOF, I have hereunto set my hand and af-
12 fixed my official seal the day and year in this certificate first
13 above written.

14 Wm. J. Gray, Jr.
15 Notary Public for Idaho
16 Residing at Caldwell, Idaho
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GIGRAY & BOYD
ATTORNEYS AT LAW
CALDWELL, IDAHO