

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

S C ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **eighteenth** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ^{will be} duly recorded on ~~Film NO.~~ ^{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 **June**, A.D., 19⁷³.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

S C ENTERPRISES, INC.

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

ARTICLE I.

The name of this corporation shall be S C
Enterprises, Inc.

ARTICLE II.

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

ARTICLE III.

The nature of the business and the object and purpose of this corporation shall be:

(a) To investigate, develop, consummate, undertake, or carry on any enterprise, business, transaction or operation of any financial, commercial, industrial, agriculture or other nature, calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; and to generally institute, enter into, carry on, assist, promote and participate in any act, enterprise or vocation that a natural person might or could do, but only to the extent permitted by law.

(b) To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, lease, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description and to render services of all kinds.

(c) To purchase, subscribe for, or otherwise acquire, own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness of other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers, and privileges of ownership, including all voting powers on any stocks so owned.

(d) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state, and government.

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bond, securities or evidences of indebtedness created by, any other corporation or corporations organized under the laws of this state of any other state, country, nation, or government, and while the owner thereof to exercise all the right, powers, and privileges of ownership.

(f) To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute

(k) To carry on any of the foregoing or closely related businesses as principal, agent, lessors, lessees, assigners, assignees, licensees, or otherwise which can be generally carried on in connection with any of the pursuits aforesaid.

ARTICLE IV.

The capital stock of this corporation shall be in the amounts of \$5,000 divided into 5,000 shares of non-assessable common stock of the par value of \$1.00 per share.

ARTICLE V.

The principal place of business of this corporation shall be in the City of Boise, County of Ada, State of Idaho, at 407 W. Jefferson Street which is hereby designated as the address of its registered office.

ARTICLE VI.

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>
James E. Risch	Route 3, Boise, Idaho	1
Thelma J. Cloward	1918 N. 17th, Boise, Idaho	1
Robert F. Ryder	2712 Laurelhurst Drive, Boise, Idaho	1

ARTICLE VII.

The management of this corporation shall be vested in a board of not less than three directors and a maximum number as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the stockholders, to be held at the time and place designated by the By-Laws.

ARTICLE VIII.

The Board of Directors of this corporation shall provide for adoption of By-Laws as provided by the laws of this State. The Board of Directors shall set a time and place for annual meeting of shareholders

as provided by the laws of this State. A regular meeting of shareholders or a special meeting of shareholders of the corporation may be called at any time by those persons representing a majority of the allotted shares of the corporation.

ARTICLE IX.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to extent whatever.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of June, 1973.

Phelipa J. Howard
Robert L. Ryden

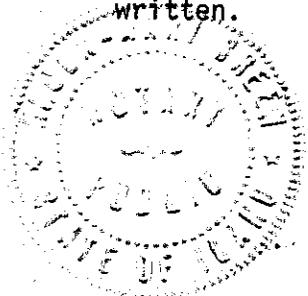
STATE OF IDAHO,)

:SS.

County of Ada.)

On this 18th day of June, 1973, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared James E. Rock, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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 written.



Rhoda Mary Green
Notary Public for Idaho.
Residence: Boise, Idaho

STATE OF IDAHO,)
County of Ada.)

On this 18th day of June, 1973, before me,
the undersigned, a Notary Public in and for the State of Idaho,
personally appeared Thelma J. Cloward known to me to be
the person whose name is subscribed to the foregoing instrument and
acknowledge to me that he 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
written.

Rhoda-Mary Green
Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO,)
County of Ada.)

On this 18th day of June, 1973,
before me, the undersigned, a Notary Public in and for the State of
Idaho, personally appeared Robert L. Ryder, known to me
to be the person whose name is subscribed to the foregoing instrument
and acknowledge to me that he 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
written.

Rhoda-Mary Green
Notary Public for Idaho.
Residing at Boise, Idaho

