

# State of Idaho

## Department of State

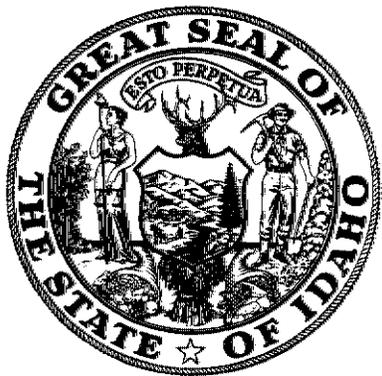
### CERTIFICATE OF INCORPORATION OF

**CHRONIC & ASSOCIATES, INC.**

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: **June 27, 1985**



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Daura Lynn*  
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ARTICLES OF INCORPORATION

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OF

CHRONIC & ASSOCIATES, INC.

The undersigned, acting as incorporator of CHRONIC & ASSOCIATES, INC., a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CHRONIC & ASSOCIATES, INC.

SECOND: The period of its duration shall be perpetual.

THIRD: The purposes for which the corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock with a par value of \$1.00 per share.

FIFTH: Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

SIXTH: If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement; provided, however, that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

SEVENTH: The address of the initial registered office of the corporation is 707 North 27th Street, Boise, Idaho 83702. The name of the initial registered agent at such address is Bill M. Chronic.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is one and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bill M. Chronic	707 North 27th Street Boise, Idaho 83702

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bill M. Chronic	707 North 27th Street Boise, Idaho 83702

DATED this 27 day of June, 1985.



STATE OF IDAHO )  
                  ) ss:  
County of Ada )

The undersigned, a notary public, does hereby certify that on this 27 day of June, 1985, personally appeared before me BILL M. CHRONIC, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

  
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Notary Public for Idaho  
Residing at Boise, Idaho