

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SABER CAPITAL, INC.

File number C 113854

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: February 23, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE  
STATE OF IDAHO

SABER CAPITAL, INC.

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

FIRST: The name of the corporation is Saber Capital, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, the following:

a. Engaging in the business of the manufacture, sale and distribution of products and goods.

b. Purchasing or otherwise acquiring, owning, holding, leasing, selling, exchanging, transferring, mortgaging or otherwise disposing of, and to invest, trade and deal in and with real property, and any and all interests therein.

c. Purchasing or otherwise acquiring, owning, holding, leasing, selling, exchanging, assigning, transferring, mortgaging, pledging or otherwise disposing of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

d. Doing any and all such other acts, things, business or businesses in any manner connected with or necessary, in and about the convenient or auxiliary to any of the objectives hereinbefore

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enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its businesses, to do any and all acts and things, and to exercise any and all other powers, which a natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 40,000,000 shares, at no par value per share.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 400 W. Benjamin Lane, Boise, Idaho 83704, and the name of its initial registered agent at such address is Mark R. Peterson.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who will serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Mark R. Peterson	400 W. Benjamin Lane Boise, Idaho 83704

NINTH: The name and address of the incorporator is:

Mark R. Peterson

400 W. Benjamin Lane  
Boise, Idaho 83704

TENTH: Except as otherwise provided in Section 30-1-54(2) of the Idaho Code, as now in effect and as hereafter amended, the directors of the corporation shall have no personal liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth or of the provisions of the Idaho Business Corporation Act which permit the elimination of liability of directors by this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ELEVENTH: The directors, officers, employees or agents of the corporation, or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect and as hereafter amended. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the

Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of directors or other persons identified above by this Article, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Eleventh or of the provisions of the Idaho Business Corporation Act which permit the indemnification of directors, officers, employees or agents by this Article shall not adversely affect any right or protection of a director of the Corporation or other person identified above existing at the time of such repeal or modification.

DATED this 23 day of February, 1996.

  
MARK R. PETERSON

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