

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BALDWIN & BALDWIN INCORPORATED
File number C 106283

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: May 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Carrie Sikel*

84 MAY 11 AM 8 49
ARTICLES OF INCORPORATION
STATE OF
BALDWIN & BALDWIN INCORPORATED
A

The name of this corporation is:

BALDWIN & BALDWIN INCORPORATED

B

The period of this corporation shall perpetual.

C

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Idaho Corporations Code.

D

This corporation is authorized to issue only one class of stock. The total number of shares which this corporation is authorized to issue is Five Hundred Thousand (500,000). The holders of outstanding shares of this corporation shall have the preemptive right to purchase (a) shares of this corporation, (b) warrants, rights and options to purchase such shares, and (c) securities convertible into such shares. This right is exercisable with respect to any shares, warrants, rights, options or securities which the corporation hereafter proposes to issue for money or other property, and shall be exercised within a reasonable period of time established by the Board of Directors after the mailing or giving of written notice to the holders of outstanding shares. The portion of the securities which each shareholder shall have the right to purchase in any such issuance shall bear the same ratio to the securities to be issued as the number of outstanding shares held of record by such shareholder on the date written notice is given by the Board of Directors bears to the total number of shares outstanding on such date. The price for each such security and the other terms and conditions of such sale shall be the same as those applicable to the price payable by a shareholder shall be equivalent to the fair market value of such property, on a per share or other unit basis.

Shareholders purchasing securities in any offering pursuant to the preemptive right granted above shall also have the right to purchase any securities not purchased by other shareholders. The portion of the securities which each purchasing shareholder shall have the right to purchase pursuant to this additional right shall bear the same ratio to the total number of unsold securities as the number securities initially purchased by such shareholder bears to the total number of such securities initially purchased. Any securities then remaining unsold may thereafter be sold by the corporation without further notice upon the terms and conditions set forth in the written notice given to the shareholders.

IDaho SECRETARY OF STATE
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CX #: 1018 CUST# 36724
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2 C

E

The name and address in the State of Idaho of this corporation's initial agent for service of process is:

**Thomas E. Baldwin
1300 Rockridge Lane
Coeur D' Alene, Idaho 83814**

F

Names and addresses of the Initial Board of Directors:

**Thomas E. Baldwin, President
1300 Rockridge Lane
Coeur D' Alene, Idaho 83814**

**Roger Dale Roberson, Vice-President
1300 Rockridge Lane
Coeur D' Alene Idaho 83814**

**Debra Lynn Baldwin, Sec./Treasurer
1300 Rockridge Lane
Coeur D' Alene, Idaho 83814**

G

Par value of each share is \$2.50 per share.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify that:

- (1) I am the duly acting Incorporator of Baldwin & Baldwin Incorporated, a Idaho corporation; and
- (2) The foregoing Articles of Incorporation consisting of 2 pages constitute the Articles of Incorporation of said corporation as duly adopted by the Incorporator on May 10, 1994.

IN WITNESS WHEREOF, I have executed this Certificate on May 10, 1994.

Thomas E. Baldwin
Thomas E. Baldwin
1300 Rockridge Lane
Coeur D' Alene, Idaho 83814
Incorporator