

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

***CRITSER INCORPORATED***

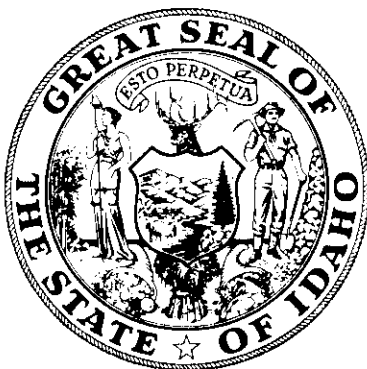
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***CRITSER INCORPORATED***

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: ***July 26, 1983***



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

JUL 26 8 20 AM '83  
CLERK OF STATE

ARTICLES OF INCORPORATION

OF

CRITSER INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we hereby certify in writing:

ARTICLE I  
NAME

The name of the corporation shall be Critser Incorporated.

ARTICLE II  
PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE III  
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV  
REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 104 East F, Jerome, Idaho 83338. The post office address of the registered office of said corporation in the State of Idaho, County of Jerome, shall be 104 East F, Jerome, Idaho 83338. Richard D. Critser shall be the registered agent at the address set forth above.

ARTICLE V  
CORPORATE STOCK

The total number of shares the corporation shall have authority to issue shall be 150,000, 100,000 of which shall be common stock with a par value of \$1.00 per share, hereinafter called "Common Stock", and 50,000 of which shall be preferred stock with a par value of \$10.00 per share, hereinafter called "Preferred Stock".

The designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof of the shares of each class are as follows:

(a) The Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such voting powers and other special rights as stated hereinafter or in the resolution of the Board of Directors providing for the issue of such series.

(b) Authority is hereby granted to the Board of Directors of the Corporation, subject to the provisions of this Article V and to the limitations prescribed by law, to authorize the issue of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issue of such series the voting power, full or limited, if any, of the shares of such series and the designations, preferences, participating, optional or other special rights and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include but not be limited to the determination of the following:

(1) The designation of such series.

(2) The dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock, and whether such dividends shall be cumulative or noncumulative.

(3) Whether such shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption.

(4) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of stock of the Corporation,

and, if provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange.

(5) The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.

(6) The restrictions, if any, on the issue or reissue of any additional Preferred Stock.

(7) The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of the assets of, the Corporation.

(c) Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, the holders of any such series shall have no voting power whatsoever. Subject to such restrictions as may be stated in the resolution or resolutions of the Board of Directors providing for the issue of any series of Preferred Stock, any amendment to the Certificate of Incorporation which shall increase or decrease the authorized stock of any class or classes may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the voting stock of the Corporation.

(d) No holder of stock of any class of the Corporation shall as such holder have any preemptive or preferential right of subscription to any stock of any class of the Corporation or to any obligations convertible into stock of the Corporation, issued or sold, or to any right of subscription to, or to any warrant or option for the purchase of any thereof, other than such (if any) as the Board of Directors of the Corporation, in its discretion, may determine from time to time.

(e) The Corporation may from time to time issue and dispose of any of the authorized and unissued shares of Common Stock or of Preferred Stock for such consideration, not less than its par value, as may be fixed from time to time by the Board of Directors, without action by the stockholders. The Board of Directors may provide for payment therefor to be received by the Corporation in cash, property or services. Any and all such shares of the Preferred or Common Stock of the Corporation the issuance of which has been so authorized, and for which consideration so fixed by the Board of Directors has been paid or delivered, shall be deemed fully-paid stock and shall not be liable to any further call or assessment thereon.

The Corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the Corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the Corporation any shares of any class or series or other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares or other securities may be purchased or acquired from the Corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such rights or options and any such warrants or other instruments from time to time, for such consideration as the Board of Directors may determine. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid shares and not liable to any further call or assessment, or partly paid and liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI  
INCORPORATORS

Following are the names and post office addresses of the incorporators:

<u>NAME OF INCORPORATORS</u>	<u>POST OFFICE ADDRESS</u>
Richard D. Critser	104 East F Jerome, Idaho 83338
Rick D. Critser	104 East F Jerome, Idaho 83338

Todd O. Critser

104 East F  
Jerome, Idaho 83338

ARTICLE VII  
MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

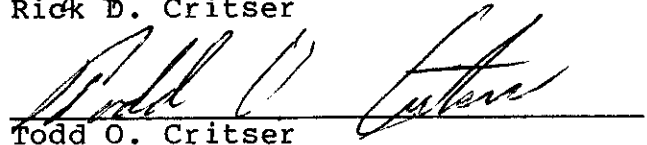
ARTICLE VIII  
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of June, 1983.

  
Richard D. Critser

  
Rick D. Critser

  
Todd O. Critser

STATE OF IDAHO                    )  
  ) ss.  
County of Jerome                )

On this 2nd day of June, 1983, before me, the undersigned, a notary public in and for said county and state, personally appeared Richard D. Critser, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.

Phyllis L. Critser  
Notary Public for Idaho  
Residing at Jerome, Idaho

STATE OF IDAHO                     )  
County of Jerome                ) ss.

On this 21st day of June, 1983, before me, the undersigned, a notary public in and for said county and state, personally appeared Rick D. Critser, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the same day and year in this certificate first above written.

Phyllis L. Critser  
Notary Public for Idaho  
Residing at Jerome, Idaho

STATE OF IDAHO                     )  
County of Jerome                ) ss.

On this 21st day of June, 1983, before me, the undersigned, a notary public in and for said county and state, personally appeared Todd O. Critser, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the same day and year in this certificate first above written.

Phyllis L. Critser  
Notary Public for Idaho  
Residing at Jerome, Idaho