



CERTIFICATE OF INCORPORATION
OF

EMPIRE ASSOCIATES, INC.

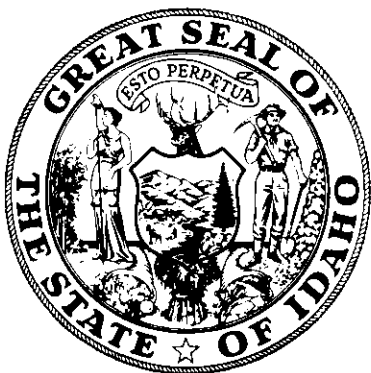
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

EMPIRE ASSOCIATES, INC.

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: **November 23, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

EMPIRE ASSOCIATES, INC.

NOV 23 AM 11 59 '83

SECRETARY OF STATE

THE UNDERSIGNED, acting as the incorporator of a corporation (hereafter referred to as the "Corporation") under the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of this Corporation is

EMPIRE ASSOCIATES, INC.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

SECTION 1. Purposes. The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Act.

SECTION 2. Powers. The Corporation shall have and exercise the statutory powers specified in Section 30-1-4, Idaho Code, as the same now exists or may hereafter be amended, and, further, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

ARTICLE IV

Authorized Shares

The total authorized number of shares which the Corporation shall have authority to issue is 100,000 shares of common stock. The par value of each of said shares is \$1.00 and the aggregate par value of the total of said shares is \$100,000.00.

ARTICLE V

Registered Office and Registered Agent

The location of the Corporation's initial registered office in this State is 410 South Orchard, Boise, Idaho 83705, or such other place as may be determined by the Board of Directors. The name of the initial registered agent of the Corporation at such address is Alvin S. Marsden.

ARTICLE VI

Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is the (3), the the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until the election and qualification of a successor(s) is as follows:

<u>Name</u>	<u>Address</u>
Phillip J. Hanson	P. O. Box 308 Eagle, Idaho 83616
Garry R. Hoffarth	110 West Braemere Road Boise, Idaho 83702
Alvin S. Marsden	410 South Orchard Suite 136 Boise, Idaho 83705

Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the Board of Directors may be dissolved and the business and affairs of the Corporation thereafter managed by such other person or persons designated by the Board of Directors at the time of said dissolution. Such other person or persons empowered by the Board of Directors to manage the Corporation shall have all rights and powers of the Board of Directors as provided in the Act, these Articles and/or the By-Laws of the Corporation.

ARTICLE VII

Dividends and Distribution From Capital Surplus

The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent.

The Board of Directors may distribute to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property subject to the restrictions contained in Section 30-1-46 of the Act as it now exists or may be hereafter amended.

ARTICLE VIII

Incorporators

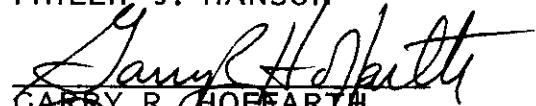
The name and address of each incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Phillip J. Hanson	P. O. Box 308 Eagle, Idaho 83616
Garry R. Hoffarth	110 West Braemere Road Boise, Idaho 83702
Alvin S. Marsden	410 South Orchard Suite 136 Boise, Idaho 83705

DATED this 1st day of October, 1983.



PHILLIP J. HANSON



GARRY R. HOFFARTH



ALVIN S. MARSDEN