# State of Idaho

# **Department of State**

CERTIFICATE OF INCORPORATION
OF

COEUR D'BUDGE, 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: November 25, 1991



Pete or Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION RECEIVED OF SEC. OF STATE

COEUR d'BUDGE, INC.

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#### ARTICLE I NAME

The name of this Corporation is COEUR d'BUDGE, INC.

#### ARTICLE II - DURATION

This Corporation has perpetual existence.

#### ARTICLE III - PURPOSES

The Corporation is organized for the purposes of transacting any and all lawful business, trade or activity for which a corporation may be incorporated under the Idaho Business Corporation Act.

#### ARTICLE IV - SHARES, PAR VALUE

The Corporation is authorized to issue fifty thousand (50,000) shares of common stock. The shares shall have no par value.

#### ARTICLE V - NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this Corporation.

#### ARTICLE VI - NO CUMULATIVE VOTING

No cumulative voting rights shall exist with respect to shareholders electing directors.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation and the address of its initial registered office are as follows:

Mr. Keith D. Brown 2104 North Williams Post Falls, ID 83854 1 2

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A. The number of directors of the Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one (1) director and his name and address is as follows:

George P. Prekeges W. 430 First Avenue Spokane, WA 99204

B. The term of the initial director shall be until the first annual meeting of the shareholders or until his successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is as follows:

Ruell A. Searson Randall & Danskin, P.S. W. 601 Riverside Ave., Suite 1500 Spokane, WA 99201

# ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify to the fullest extent permitted by law, any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise and whether formal or informal (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the Corporation or a fiduciary with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Director includes, unless the context requires otherwise, the estate or personal representative of a director. This Article shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

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## ARTICLE XI PERSONAL LIABILITY OF A DIRECTOR

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article XI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to the Idaho Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

The undersigned, as incorporator of this Corporation under the Idaho Business Corporation Act, adopts these Articles of Incorporation.

DATED: November 2

\_\_, 1991

Ruell A. Searson

#### CONSENT TO SERVE AS REGISTERED AGENT

I, Keith D. Brown, hereby consent to serve as registered agent in the State of Idaho for Coeur d'Budge, Inc.

Keith D. Brown 2104 North Williams

Post Falls, ID 83854

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