

# State of Idaho

## Department of State

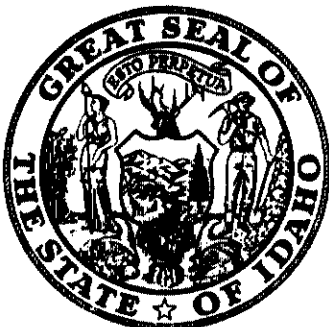
### CERTIFICATE OF INCORPORATION OF

JUDGE, 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: April 15, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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# CERTIFICATE OF INCORPORATION

of

JUDGE, INC.

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SECRETARY OF STATE

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CK # 481 CK # 181  
CUST# 35253  
CORP 10 100.00-100.00

**FIRST.** The name of the corporation is JUDGE, INC.

**SECOND.** Its registered office in the State of Idaho is to be located at 109 Triumph Circle in the Mining Town of Triumph, County of Blaine. The registered agent in charge thereof is Natalie Pruitt Judge at 109 Triumph Circle, Triumph, Idaho 83340.

**THIRD.** The nature of the business and, the objects and purposes to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.;

"The purpose of the corporation is to engage in any lawful act or activity which corporations may be organized under the General Corporation Law of Idaho".

The period of existence and the duration of the life of this corporation shall be perpetual.

**FOURTH.** The amount of the total authorized capital stock of this corporation is Three Thousand (3,000) shares of NO Par Value.

**FIFTH.** The name and mailing address of the incorporator is as follows:

<b>Name:</b> <u>Natalie Pruitt Judge</u>	<b>Address:</b> <u>P.O. Box 1696, Ketchum, ID 83340</u>
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**SIXTH.** The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of the stockholders or until their successors are elected and qualify are as follows:

**Name and address of director(s)**  
Natalie Pruitt Judge P.O. Box 1696, Ketchum, ID 83340  
Thomas A. Judge P.O. Box 1696, Ketchum, ID 83340

**SEVENTH.** The Directors shall have the power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

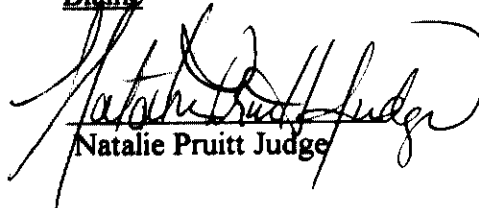
The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Idaho, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Idaho.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

**EIGHTH.** Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

**I, THE UNDERSIGNED,** for the purpose of forming a Corporation under the laws of the State of Idaho, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

**DATED AT:** 271-A North Main St., Ketchum  
**STATE OF:** Idaho  
**COUNTY OF:** Blaine

  
Natalie Pruitt Judge  
4/14/94  
Date