

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

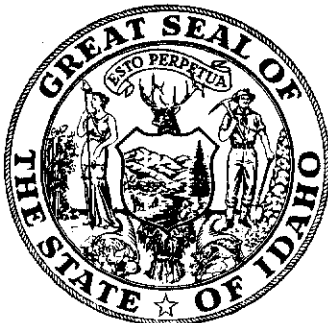
SCRAPPERS, INC.

File number C 117094

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 8, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Dei Smock*

Nov 8 4 58 PM '96

ARTICLES OF INCORPORATION

OF

SCRAPPERS, INC.

SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned natural persons of the age of eighteen years or older, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

Section 1.1 The name of the Corporation is Scrappers, Inc.

ARTICLE II

DURATION

Section 2.1 The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSE

Section 3.1 The purpose for which this Corporation is organized are to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Idaho, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

IDAHO SECRETARY OF STATE
DATE 11/12/1996 0900 38367

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ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Shares. The aggregated number of shares which the corporation shall have authority to issue shall consist of 1,000 shares of common stock having no par value.

Section 4.2 Consideration of Shares. The shares of the Corporation's stock authorized by Section 4.1 shall be issued for such consideration as shall be fixed, from time to time, by the Board of Directors.

Section 4.3 Assessment of Stock. The capital stock of this Corporation, after the amount of the subscription price has been fully paid, shall be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed. No stockholder of the Corporation is individually liable for the debts or liabilities of the Corporation.

Section 4.4 Cumulative Voting For Directors. Each holder of stock possession voting power is entitled to as many votes as equal the number of his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit.

Section 4.5 Pre-emptive Rights. Stockholders of the Corporation shall have any pre-emptive rights to preserve their equity share in the Corporation upon the issuance of any new stock.

Section 4.6 Unissued Stock. Any stock not issued shall be held by the corporation at its principal place of business. The

issuance of such stock shall conform to these Articles of Organization and the Bylaws of the Corporation.

Section 4.7 Corporation's Purchase of Shares. The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor, in addition to any other right to purchase its own shares as provided by law.

ARTICLE V

DISTRIBUTION IN PARTIAL LIQUIDATION

Section 5.1 The Corporation may, from time to time, distribute to the shareholder in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or property, without the prior approval of the shareholders of the Corporation but subject, in any case, to the provisions of the Utah Business Corporation Act relating to partial liquidation.

ARTICLE VI

AMENDMENT

Section 6.1 These Articles of Incorporation may be amended only by the unanimous affirmative vote of all of the shares entitled to vote on each such amendment.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

Section 7.1 The address of the initial registered office of the corporation is 1740 East Fairview, Meridian, Idaho, 83642, and the name of its registered agent at such address is Tanya M. Koyle.

The signature of the registered agent is as follows:

Tanya M. Koyle

ARTICLE VIII

DIRECTORS AND OFFICERS

Section 8.1 Number of Directors. The members of the governing board of the Corporation are styled as directors. The number of directors may be changed from time to time in such manner as shall be provided in the Bylaws of the Corporation.

Section 8.2 Initial Directors. The name and post office box or street addresses of the directors constituting the first Board of Directors, which shall be four (4) in number, are:

<u>NAME</u>	<u>ADDRESS</u>
Tanya M. Koyle	1515 North Santa Rosa Meridian, Idaho 83642
Russell F. Koyle	1515 North Santa Rosa Meridian, Idaho 83642
Valorie J. Clifford	1451 North Santa Rosa Meridian, Idaho 83642
Cole A. Clifford	1451 North Santa Rosa Meridian, Idaho 83642

Section 8.3 Limited Liability of Directors and Officers.

No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision does not eliminate or limit the liability of a director or officer of the Corporation for acts

or omissions which involve intentional misconduct, fraud or knowing violation of law.

Section 8.4 Payment of Expenses. In addition to any other rights of indemnification permitted by the laws of the State of Utah as may be provided for by the corporation in its Bylaws or by agreement, the expenses of the officers and directors incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the corporation, must be paid, by the Corporation or through insurance purchases and maintained by the Corporation or through other financial arrangements made by the Corporation, as they are incurred and in advance of the final disposition of the action, suite or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

Section 8.5 Repeal and Conflicts. Any repeal or modification of Section 8.3 or 8.4 approved by the stockholders of the Corporation shall be prospective only. In the event of any conflict between Section 8.3 and 8.4 and any other Article of the Corporation's Articles of Incorporation, the terms and provisions of Section 8.3 or 8.4 shall control.

Section 8.6 Dealings with Interested Parties. No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association, or

entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE IX

INCORPORATORS

Section 9.1 The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Tanya M. Koyle	1515 North Santa Rosa Meridian, Idaho 83642
Valorie J. Clifford	1515 North Santa Rosa

Meridian, Idaho 83642

DATED this _____ day of _____, 1996.

Tanya M. Koyle
Tanya M. Koyle

Valorie J. Clifford
Valorie J. Clifford