



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

RIGGINS MERC, INC.

was filed in the office of the Secretary of State on the **Twenty-first** day
of **January**, A.D. One Thousand Nine Hundred **Sixty-three** and
duly recorded on Film No. **122** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at

Riggins in the County of

Idaho

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **21st** day of **January**,
A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

RIGGINS MERC, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, GUS CARLSON, OPAL CARLSON, AND GUY CARLSON, each being a natural person of full age, and a citizen of the United States of America, have voluntairly and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following articles of incorporation.

I.

The name of this corporation shall be RIGGINS MERC, INC.

III.

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

III.

The location of the registered office of this corporation shall be Riggins, County of Idaho, State of Idaho, and the address of the registered office of this corporation shall be Riggins, Idaho.

IV.

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of 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.:

To do a general merchandise business at wholesale and retail and to buy, sell, and deal in, at wholesale and retail, coffee, groceries, and foods of all kinds and their by-products; to own, operate, run and manage a store, and to own and slant or lease real estate, buildings, structures, and all necessary machinery

1 and appliances for running and operating a general merchandise
2 business for the purpose of selling, manufacturing, packaging, and
3 preserving foods of all kinds and their by-products.

4 To operate a business of buying, selling and dealing in meats
5 for human consumption, both alive and dressed, retail and wholesale,
6 slaughtering meat animals for human consumption, processing, dress-
7 ing, curing, smoking, and preparing all kinds of meat for sale,
8 distributing the same; to establish a market house, wherein fresh
9 meats, and salt meats of all kinds are sold, and where game, poultry
10 and the like are sold, and where there are sold vegetables of all
11 kinds, fresh, canned, fruits of all kinds, fresh, dried, canned, all
12 such things of the like character, as are generally sold in market
13 houses, and offered for sale by market people, butchers, dealers,
14 and the like.

15 To buy, sell, trade, manufacture, deal in, deal with goods,
16 wares, merchandise of every kinds and nature, and to carry on such
17 business, wholesalers, retailers, importers, exporters; to acquire
18 all such merchandise, supplies, materials, and other articals as
19 shall be necessary or incidental to all such business; to hold,
20 acquire, mortgage lease, and convey real and personal property in
21 any part of the world, so far as necessary or expedient in con-
22 ducting the business of the corporation; to have any and all powers
23 above and set forth as fully as natural persons, whether as
24 principals, agents, trustees, or otherwise.

25 To engage in the business of conducting and operating retail
26 stores and outlets for the sale of yardage, notions, dry goods, and
27 similar articles.

28 To engage in and operate a general hardware and merchantile
29 business, and to deal in, buy, and sell general hardware, electrical
30 and gas appliances, housewares, toys, general merchandise including

1 paints and painting supplies, but not excluding any other article
2 of merchandise sometimes dealt in by hardware establishments.

3 To conduct the business of filling and service station, which
4 business shall include the dealing in gasoline and all the pet-
5 roleum products; all kinds of oils and products used for motor
6 fuel and lubrication; all matters of accessories and appliances
7 be used on motor vehicles of every description, and other articles
8 and items of interest useful to or desirable for patrons of such
9 a filling station; the washing, polishing and storing of motor
10 vehicles; and such in other business as is usual, proper, necessary
11 in such enterprise.

12 To acquire by lease, purchase, gift, devise, contract, con-
13 cession, or otherwise, and to hold, own, develop, explore, exploit,
14 improve, operate, lease, enjoy, control, manage, or otherwise turn
15 to accounts, mortgage, grant, sell, exchange, convey, or otherwise
16 dispose of, wherever situated, within or without the State of Idaho,
17 any and all real estate, lands, options, concessions, grants, land
18 patents, franchises, rights, privileges, easements, tenements,
19 estates, hereditaments, interests, and properties of every kind,
20 nature and description whatsoever.

21 To purchase real estate, make and purchase materials for the
22 construction of buildings; to erect buildings; to own, manage, oper-
23 ate, lease and sell buildings; to conduct and carry on the business
24 of builders and contractors for the purpose of building, erecting,
25 altering, repairing or doing any other work in connection with any
26 and all classes of buildings, structures, and improvements, of every
27 kind and nature whatsoever; also, to buy or otherwise acquire real
28 estate, and to subdivide, plat and sell the same, and generally to
29 buy, sell and deal in real and personal property of every kind and
30 description, and to own, hold, improve, develop and manage any

1 real estate or personal property and to erect and cause to be
2 erected on any lands owned, held or occupied by the corporation,
3 buildings or other structures with their appartenances and to
4 mortgage, sell, lease or otherwise dispose of any lands or interests
5 in lands and in any buildings or other structures at any time owned
6 or held by the corporation; to conduct a general brokerage, agency
7 and commission business for others in the purchase, sale and
8 management of real estate for others and the negotiation of loans
9 thereon; in general, to conduct a general building and construction
10 business and a general real estate business.

12 To manufacture, purchase, or otherwise acquire, hold, own, sell,
13 assign, transfer, lease, exchange, invest in, mortgage, pledge, or
14 otherwise encumber or dispose of and generally deal and trade in
15 and with, both within and without the State of Idaho, and in any
16 part of the world, goods, wares, merchandise, and property of every
17 kind, nature and description.

19 To enter into, make and perform contracts of every kind and
20 description with any person, firm, association or corporation, muni-
21 cipality, body politics, country, territory, state, government or
22 colony or dependency thereof.

23 To acquire, and to make payment thereafter in cash or the stock
24 or bonds of the corporation, or by undertaking or assuming the
25 obligations and liabilities of the transferror, or in any other way,
26 the good will, rights and property, the whole or any part of the
27 assets, tangible or intangible, and to undertake or assume the
28 liabilities of, any person, firm, association or corporation, to
29 hold or in any manner dispose of the whole or any part of the pre-
30 perty so purchased; to conduct in any lawful manner the whole or any
31 part of the business so acquired and to exercise all of the powers

1 necessary or convenient for the conduct and management thereof.

2 To adopt, apply for, obtain, register, produce, take purchase,
3 exchange, lease, hire, acquire, secure, own, hold, use, operate,
4 contract, or negotiate for, take licenses or other rights in respect
5 of, sell, transfer, grant licenses and rights in respect of, manu-
6 facture under, introduce, sell, assign, collect the royalties on,
7 mortgage, pledge, create liens upon, or otherwise dispose of, deal
8 in, and turn to account, letters patent, patents, patent rights,
9 patents applied for or to be applied for, trade-marks, trade names
10 and symbols, distinctive marks and indications of origin or owner-
11 ship, copyrights, syndicate rights, inventions, discoveries, devices,
12 machines, improvements, licenses, processor, data, and formulas of
13 any and all kinds granted by, or recognised under or pursuant to the
14 laws of the United States of America, or of any other country or
15 countries whatsoever, and with a view to the working and developments
16 of the same, to carry on any business, whether manufacturing or
17 otherwise, which the corporation may think calculated, directly or
18 indirectly, to effectuate these objects.

21 To underwrite, subscribe for, purchase, invest in, or reinvest,
22 acquire, hold, pledge, hypothecate, exchange, sell, deal in and
23 dispose of, alone or in syndicates or otherwise in conjunction with
24 others, stocks, bonds, debentures, mortgages and other evidences of
25 indebtedness and obligations of any corporation, association, part-
26 nership, syndicate, entity, person or governmental, municipal or
27 public authority, comestic or foreign, and evidences of any interest
28 in respect of any such stocks, bonds and other evidences of indebt-
29 edness and obligations; to issue in exchange therefor its own stocks
30 bonds or other obligations, and, while the owner or holder of any
31 such, to exercise all the rights, powers and priviledges of owner-

1 ship in respect thereof, and, to the extent now or hereafter per-
2 mitted by law, to aid by loan, subsidy, guaranty or otherwise those
3 issuing, creating or responsible for any such stocks, bonds or other
4 evidences of indebtedness or obligations or evidences of any interest
5 in respect thereof.

6 To borrow or raise money for any of the purposes of the cor-
7 poration, without limit as to the amount, and in connection there-
8 with, to grant collateral or other security either alone or jointly
9 with any other person, firm or corporation, and to make, execute,
10 draw, accept, endorse, discount, pledge, issue, sell, or otherwise
11 dispose of promissory notes, drafts, bills of exchange, warrants,
12 bonds, debentures and other evidences of indebtedness, negotiable
13 or non-negotiable, transferable or non-transferable, and to confer
14 upon the holders of any of its obligations such powers, rights and
15 privileges as from time to time may be deemed advisable by the
16 Board of Directors, to the extent permitted under the General Cor-
17 poration Law of the State of Idaho; to lend and advance money, extend
18 credit, take notes, open accounts and every kind and nature of evi-
19 dence of indebtedness and collateral security in connection there-
20 with.

21 To purchase or otherwise acquire, hold, sell, pledge, transfer
22 or otherwise dispose of shares of its own capital stock, provided
23 that the funds or property of the corporation shall not be used for
24 the purchase of its own shares of capital stock when such use would
25 cause any impairment of the capital of the corporation, and pro-
26 vided further, that shares of its own capital stock belonging to the
27 corporation shall not be voted upon directly or indirectly.

28 To have one or more offices, to carry on all or any of its
29 operations and business and without restriction or limit as to
30 amount; to purchase, or otherwise acquire, to hold, own, mortgage,
31 sell, convey or otherwise dispose of real and personal property of

every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Idaho, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Idaho.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Fourth Article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in this Certificate of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumerating of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho, now or hereafter in effect, or impliedly by any reasonable construction of said law.

V.

In furtherance, and not in limitation of the powers conferred

1 by statute, the Board of Directors is expresley authorized:

2 To make and alter by-laws of this corporation, to fix the
3 amount to be reserved as working capital over and above its capital
4 stock paid in, and to autherize and cause to be executed mortgages
5 and liens upon the real and personal property of this corporation.

6 If the by-laws so provide, to designate two or more of its
7 members to constitute an executive committee, which committee shall
8 for the time being, as provided in said resolution or in the by-laws
9 of this corporation, have and exercise any or all of the powers of
10 the Board of Directors in the management of the business and affairs
11 of this corporation, and have power to authorize the seal of this
12 corporation, and have power to authorize the seal of this cor-
13 poration to be affixed to all papers which may require it.

14 Pursuant to the affirmative vote of the holders of at least
15 a majority of the stock issued and outstanding, having voting powers,
16 given at a stockholders' meeting duly called for that purpose, or
17 when authorized by the written consent of at least a majority of the
18 holders of the voting stock issued and outstanding, the Board of
19 Directors shall have power and authority at any meeting to sell,
20 lease or exchange all of the property and assets of this cor-
21 poration, including its good will and its corporate franchises, upon
22 such terms and conditions as its Board of Directors deems expedient
23 and for the best interest of the corporation.

24
25
26 This corporation may in its by-laws confer powers upon its
27 directors in addition to the foregoing, and in addition to the
28 powers and authcrties expressly conferred upon them by **statute**.

29
30 VI.

31 The capital stock of this corporation shall be ONE HUNDRED
32 THOUSAND DOLLARS (\$100,000.00), divided into ten thousand shares(10,000
of stock of the par value of TEN DOLLARS (\$10.00) each. No distinction

shall exist between the shares of this corporation and all such shares shall have the same rights in the corporation.

VII.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchanges for capital stock.

VIII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

IX.

The name and postoffice address of each of the incorporators and a statement of the number of shares subscribed for by each, is as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT
GUS CARLSON	Riggins, Idaho	1	\$10.66
OPAL CARLSON	Riggins, Idaho	1	\$10.00
GUY CARLSON	Riggins, Idaho	1	\$10.00

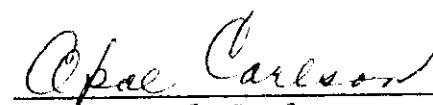
This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

1 X.

2 The private property of the stockholders shall not be subject
3 to the payment of corporate debts to any extent whatsoever.

4 WE, THE UNDERSIGNED, being each one of the original subscrib-
5 ers to the capital stock hereinbefore named for the purpose of
6 forming a corporation to do business both within and without the
7 State of Idaho, and in pursuance of the laws of the State of Idaho,
8 do make and file these Articles of Incorporation, hereby declaring
9 and certifying that the facts herein stated are true, and we re-
10 spectfully agree to take the number of shares of stock hereinbefore
11 set opposite our names and accordingly have hereunto set out hands
12 and seals this 4th day of January, 1962.

13
14
15 
16 Gus Carlson

17
18 
19 Opal Carlson

20
21 
22 Guy Carlson

1 STATE OF IDAHO)
2) SS.
3 COUNTY OF IDAHO)

4 On this 16th day of January, 1962, before me, the
5 undersigned notary public in and for said County and State, personally
6 appeared GUS CARLSON, OPAL CARLSON, and GUY CARLSON, known to me to
7 be the persons who executed the within and foregoing Articles of
8 Incorporation of RIGGINS MERC, INC., and severally acknowledged to
9 me that they executed the same in triplicate.

10 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
11 official seal they day and year in this certificate first above
12 written.

14
15 (SEAL)


16 Notary Public for the State of Idaho
17 Residing at Grangeville, Idaho.