

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

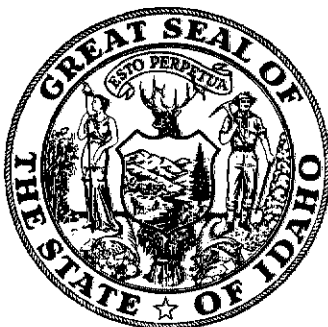
THE AUTUMN GROUP, INC.

File number C 111118

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: June 23, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonny Harold*

## ARTICLES OF INCORPORATION

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The undersigned, for the purpose of forming a corporation under the Idaho Corporation Act hereby adopts the following Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be The Autumn Group, Inc.

### ARTICLE II

The period of duration for this corporation shall be perpetual.

### ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Corporation Act.

### ARTICLE IV

The corporation shall have the authority to issue an aggregate total of 10,000 shares of a single class of no par value common stock.

### ARTICLE V

The board of directors of this corporation shall have the power to adopt, alter, amend, or repeal the by-laws of this corporation.

### ARTICLE VI

The directors of this corporation shall not be held liable by the corporation or its stockholders for any breach of fiduciary duty to the corporation in their capacity as a director. However such limitation shall not eliminate or limit the liability of a director for the following acts:

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- a. any breach of the director's duty of loyalty to the corporation or its stockholders,
- b. any acts or omissions not in good faith or which involve intentional misconduct or a known violation of law,
- c. any transaction from which the director derived an improper personal benefit, or
- d.; as provided for under section 30-1-48 of the Idaho Code.

#### **ARTICLE VII**

The address of the initial registered office of the corporation is 1020 W. Columbia Road, Meridian, Idaho, 83642 and the initial registered agent at such address is Clark Barnett.

#### **ARTICLE VIII**

One director shall constitute the initial board of directors of this corporation. The name and address of the person who is to serve as director until successors are elected and qualify is Clark Barnett, PO Box 984, Meridian, Idaho.

#### **ARTICLE IX**

The name and address of the incorporator is Clark Barnett, PO Box 984, Meridian, Idaho.

**INWITNESS HEREOF**, the incorporator has signed these Articles of Incorporation at Boise, Idaho, on this 19<sup>TH</sup> day of JUNE, 1995.

Clark Barnett