



**CERTIFICATE OF INCORPORATION  
OF**

P.M.T. INTERNATIONAL, 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 6, 1988*



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

P.M.T. INTERNATIONAL, INC.

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SEC. OF STATE  
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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

Corporate Name

The name of this corporation (hereinafter referred to as Corporation) is P.M.T. INTERNATIONAL, INC.

ARTICLE II.

Period of Duration

The period of its duration shall be perpetual.

ARTICLE III.

Corporate Purposes

The purpose or purposes for which the corporation is organized are:

1. Retail distribution and marketing, and to own and to do all things incidental, necessary and/or suitable thereto; and/or,

2. To engage in any enterprise and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

## ARTICLE IV.

### Common Stock

1. The aggregate number of shares which the corporation shall have authority to issue is 50,000,000 shares, having a par value of \$1.00 per share, for an aggregate par value of \$50,000,000.00.

2. Such shares of common stock are not to be divided into classes and are not to be issued in series.

3. There shall be no preferences, limitations or unequal relative rights. Each share of stock shall have equal voting power, and shall have such rights as are now or hereafter granted by the laws of the State of Idaho.

4. The shares of stock shall not be issued until payment in full has been received therefor, and such stock shall be non-assessable stock, and the shareholders shall have no liability for corporate obligations.

## ARTICLE V.

### Pre-emptive Rights of Shareholders

The shareholders of the Corporation shall each have a pre-emptive right to purchase, at such price, terms and conditions, as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation which it may, at any time, or from time to time, propose to issue, option, sell or otherwise dispose of. Such pre-emptive rights shall be exercisable by each shareholder in the respective ratio which said number of shares held by each outstanding shareholder in the names of said shareholders. The pre-emptive right granted hereby

shall apply to all shares of the common stock of the Corporation in addition to the herein described initial issuance, whether presently or hereafter authorized, to such of its bond, debentures, or other securities which may be convertible into such common stock, and to any shares which may be treasury shares. With regard to same, each such shareholder shall have thirty (30) days after receiving notice of the proposed issuance, option, sale or other disposal of such share or securities, within which to notify the Corporation in writing of decision to exercise such pre-emptive rights failing in which the Corporation shall be free to issue, option, contract for sale, or otherwise dispose of such shares or securities as the Board of Directors shall deem advisable, but at not less than the prices, terms and conditions upon which such shares or securities were first offered to the respective shareholders of the Corporation. Nothing herein shall be construed to prevent any shareholder of the Corporation from waiving his or its pre-emptive rights by appropriate action.

#### ARTICLE VI.

##### Right of Corporation to Acquire its Own Stock

The Corporation shall have the right to purchase, take, receive or otherwise acquire, its own shares, but purchases of such shares, whether direct or indirect, shall be made only to the extent of the unreserved and unrestricted capital surplus available therefore.

## ARTICLE VII.

### Sale of Shares by Shareholders

In the event that any shareholder shall elect for any reason whatever, to dispose of by sale, or otherwise, any of his or her respected shares, he or she must first offer said shares to the Corporation for such price or prices as he or she may have been offered by a third party, provided that said third party has made a bona fide offer in cash or the equivalent, which has been accepted by said offering shareholder subject to compliance with this Article, to-wit: None of the shares of the Corporation can be sold unless first offered to the Corporation. The Corporation shall have thirty (30) days within which to accept said offer.

In the event the Corporation shall elect not to purchase the whole or any portion of the shares so offered within thirty (30) days, then the "then" existing shareholders shall have the right to purchase such shares not so purchased by the Corporation on the same terms and conditions as hereinbefore outlined in a sale to the Corporation of such shares, each shareholder in such case being entitled to purchase a proportionate number of shares being so offered as his or her existing holdings of shares bears to the total outstanding common stock of the Corporation, exclusive of the shares being so offered to the shareholders. If any of the shareholders elects not to purchase his or her proportionate part of the shares so offered, then the remaining shareholders may purchase in the same manner as provided above all of the shares not so purchased.

Nothing herein shall affect or prevent any shareholder

and corporation from negotiating for the sale and purchase of shareholders shares to the Corporation upon such terms and conditions as they shall agree upon.

#### ARTICLE VIII.

##### Voting Shares

Each outstanding share of the common stock of the Corporation shall be entitled to one vote on any matter submitted to a vote at a meeting of the shareholders, each shareholder being entitled to vote his or her shares in person or by proxy executed in writing by such shareholder, or by his or her duly authorized attorney-in-fact.

#### ARTICLE IX

##### Provisions for Regulation

##### Of Internal Affairs of the Corporation

Section 1. Meeting of the Shareholders. The Corporation shall have an annual meeting of its shareholders which shall be held either within or without the State of Idaho and shall be designated by the Board of Directors and shall be held annually.

A special meeting of the shareholders may be called by the chairman of the Board, the President, The Board of Directors, the holders of not less than one-third (1/3) of all the shares entitled to vote at the meeting, or such other person(s) as may be authorized in the Articles of Incorporation or by the Bylaws, by giving ten (10) days written notice to each shareholder of record designating the place, day and hours of the meeting and the purpose or purposes for which the meeting is called.

Section 2. Quorum of Shareholders. Unless otherwise provided in the Act or by other applicable law, a majority of the shares of the common stock of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the Corporation.

Section 3. Directors. The business of the corporation shall be managed by its Board of Directors; which Board of Directors shall be governed by these Articles of Incorporation and by such By-Laws as the corporation may hereafter, from time to time, adopt.

A. The number of Directors constituting the initial Board of Directors shall not be less than three (3) and, subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. The number of Directors constituting the initial Board of Directors of the corporation, and until so amended via the By-Laws, shall be three (3), and the names of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Weber McGarrah	348 S. 16th, Payette, ID 83661
Terry Piper	P.O. Box 680, Fruitland, ID 83619
Cecil Thompson	E. 1331 Shelton Springs Rd., Shelton, WA 98584

B. At the first annual meeting of the shareholders of the Corporation and at each annual meeting thereafter, the shareholders shall elect Directors to hold office until the next succeeding annual meeting of the shareholders. Each Director so elected shall hold office for the term for which he/she is

elected and until his/her successor shall have been elected and qualified. Directors need not be residents of the State of Idaho or shareholders of the Corporation.

Section 4. Meetings of Directors. Meetings of the Board of Directors of the Corporation, either regular or special, may be held either within or without the State of Idaho.

Regular meetings of the Board of Directors may be set by the Board of Directors by resolution.

Special meetings of the Board of Directors may be called by the concurrence therein of a majority of the Board of Directors by giving three (3) days written notice to each of the Board members.

Section 5. Quorum of Directors. A majority of the Directors of the Corporation shall constitute a quorum for the transaction of business in any meeting either regular or special of the Board of Directors.

Section 6. Bylaws of the Corporation. The Corporation by and through its Board of Directors may adopt Bylaws. Such Bylaws may be amended or repealed either by the shareholders or by the Board of Directors, except that:

A. No bylaws adopted or amended by the shareholders shall be altered or repealed by the Board of Directors, and,

B. No bylaws shall be adopted by the Directors which shall require more than a majority of the voting shares for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders, except where higher percentages are required by



law. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, other applicable laws, and these Articles of Incorporation.

Section 7. Vacancies in the Board of Directors. Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining directors through less than a quorum of the board of Directors. A director elected by the shareholders to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any director appointed by the Board of Directors to fill a vacancy shall serve until the next annual meeting or a special meeting of the shareholders called for the purpose of electing a Director to the office so created. Any directorship to be filled by reason of the removal of one or more Directors by the shareholders may be filled by the shareholders at a meeting at which the Director or Directors are removed.

Section 8. Shareholders of Record. The name and address of each shareholder of record of the common stock of the Corporation, as they appear in the stock records of the Corporation, shall be conclusive evidence as to who are the shareholders that are entitled to receive notice of any meeting of the shareholders; to vote at any such meeting; to examine a complete list of the shareholders who may be entitled to vote at any such meeting; and to own, enjoy, and exercise any other rights and privileges which are based upon the ownership of shares of the common stock of the Corporation. The shareholders

of the Corporation, and not the Corporation nor its directors, officers, agents or employees, shall be responsible for notifying the Corporation in writing of any change with regard to their respective names and addresses; and the failure on the part of any such shareholder to so notify the Corporation shall relieve the Corporation, its directors, officers, agents or employees from any liability based upon a failure to direct notices or other documents or to pay over or transfer dividends or other rights and privileges, to the name of address of such shareholder other than such names and addresses as they appear in the stock records of the Corporation. The Corporation, moreover, shall be entitled to treat the shareholders of record as they appear in the stock records of the Corporation as the owners thereof for any purposes, and shall not be required to recognize any equitable or other claims to, or interest in such shares or any rights and privileges which are based on ownership of shares of the common stock of the Corporation, on the part of any other person, including, but not limited to any purchases, assignee, or transferee of such shares or rights and privileges, unless and until such purchases, assignee, or transferee to other person, becomes the shareholder of record of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchases, assignee, transferee, of any of the shares of the common stock of the Corporation; and further, a purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to receive notice of any of the meetings of the shareholders, to vote at any such

meetings, to examine a complete list of the shareholders who may be entitled to vote at any such meetings, and to own, enjoy and exercise any other rights and privileges which are based upon the ownership of shares of common stock of the Corporation, until such purchases, assignee, or transferee shall become a shareholder of record with respect to such shares.

Section 9. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its shareholders and Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number of the shares of the Corporation held by each. No shareholder shall have any right to inspect any such books and records, except as conferred by the Act or other applicable law, unless authorized to do so by resolution or resolutions of the shareholders or of the Board of Directors.

Section 10. Working Capital. The Board of Directors of the Corporation shall have the power, from time to time, to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital, and before the payment of any dividends or the making of any distribution of profits, said Board may set aside, out of net profits or earned surplus of the Corporation such sum or sums as it may, from time to time, in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends, or

for the repairing or maintaining of any real or personal property of the Corporation or for an addition to the stated capital, capital surplus or earned surplus, or any corporate purposes that the Board of Directors shall deem to be in the best interest of the Corporation, subject only to such limitations as the Bylaws of the Corporation may impose.

Section 11. Compensation of Directors. The Board of Directors of the Corporation may, if the Bylaws of the Corporation so provide, make provision for reasonable compensation of its members for their services as Directors and establish the basis and conditions upon which such compensation shall be paid to any director of the Corporation in any other capacity.

Section 12. Interests of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any Corporation, partnership or association of which one or more of its Directors are shareholders, partners, member, directors, officers, or employees, or in which they are interested, shall not be invalid for all purposes, notwithstanding the presence of such directors at any meeting of the Board of Directors of the Corporation which acts upon or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest or interests shall be disclosed or known to the Board of Directors of the Corporation

and approved thereby.

ARTICLE X.

Initial Registered Office and

Initial Registered Agent

Section 1. Registered Office. The address of the initial registered office of the corporation shall be:

348 S. 16th, Payette, ID 83661

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address is:

Weber McGarrah

ARTICLE XI.

Incorporator

The name and address of the incorporator is:

Weber McGarrah 348 S. 16th St., Payette, ID 83661

IN WITNESS WHEREOF, I have hereunto set my hand this


5<sup>th</sup> day of April, 1988.

  
Weber McGarrah

STATE OF IDAHO            )  
                                  : ss:  
County of Payette        )

On this, the 5<sup>th</sup> day of April, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared WEBER McGARRAH, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above-written.

  
Notary Public for said State  
Residing at: Payette, Idaho  
Expiration: ~~10/10/93~~ 10/21/88