

99011

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

M C MANAGEMENT, 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: July 1, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

ARTICLES OF INCORPORATION

of

M C MANAGEMENT, INC.

JUL 1 4 13 PM '92
SECRETARY OF STATE

1. The name of the corporation is M C Management, Inc.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to transact all lawful business for which corporations may be incorporated under the laws of the State of Idaho including business management services and all activities incidental thereto.

4. The corporation shall have authority to issue one hundred (100) shares of common stock, all of which shares shall have no par value.

5. The address of the corporation's initial registered office is 7316 Fairview Ave., Boise, Idaho 83704. The name of its official registered agent at such address is Mack Bingham.

6. The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Mack Bingham
7316 Fairview Ave.
Boise, Idaho 83704

Carole Bingham
7316 Fairview Ave.
Boise, Idaho 83704

The above named persons are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified.

7. The name and address of the incorporator is:

Mack Bingham
7316 Fairview Ave.
Boise, Idaho 83704

8. The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director is hereby eliminated and no director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the personal liability of a director to the corporation or its stockholders for any breach of the directors duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director to the corporation or its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director to the corporation or its stockholders for personal liability for any transaction from which the director derived a legally improper personal benefit shall not be eliminated.

Dated this 23 day of June, 1992.


Mack Bingham

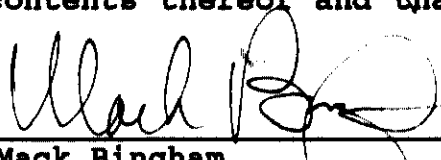
STATE OF IDAHO

County of Ada

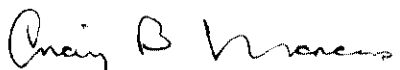
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Mack Bingham, being first duly sworn, upon oath, deposes and says:

That he is the incorporator in the above-entitled Articles of Incorporation; that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the same are true as he verily believes.


Mack Bingham

SUBSCRIBED AND SWORN To before me this 23 day of June, 1992.


Notary Public for Idaho
Residing at Boise Idaho
My Commission Expires: 2/16/93

(SEAL)