



CERTIFICATE OF INCORPORATION
OF

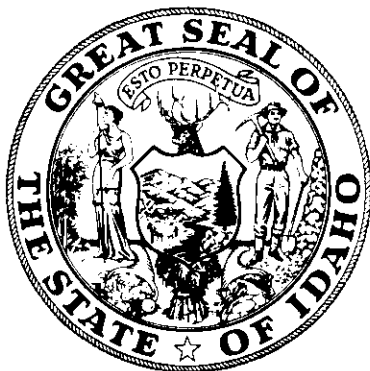
GRAHAM, RICE & GRAHAM, INCORPORATED

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 GRAHAM, RICE & GRAHAM, INCORPORATED

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: **February 19, 1985**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

GRAHAM, RICE & GRAHAM, INCORPORATED

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SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

That the name of said corporation shall be Graham, Rice & Graham, Incorporated.

ARTICLE II

The nature of the business and object and purpose of the corporation shall be as follows:

(a) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

(b) To conduct this business and carry out the above services in any state, territory, district, or possession in the United States of America, or any foreign country through the extent not forbidden by law.

ARTICLE III

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

ARTICLE IV

(a) There shall be one class of shares all of which shall be common shares.

(b) The aggregate number of shares of which the corporation shall

have the authority to issue is One Hundred and Fifty shares at the par value of \$100.00 per share.

(c) Each share shall have equal voting rights, each entitling the holder to one vote.

(d) Each certificate shall bear the legend that the shares are fully paid for and non-assessable.

(e) All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244.

(f) Any individuals or partnership receiving such stock shall be entitled to any benefits as explained in the Internal Revenue Code Section.

ARTICLE V

The address of the initial registered agent of the corporation is 525 Parkinson Street, Eagle, Idaho, 83616, and the name of its initial registered agent in such address is Gary Graham.

ARTICLE VI

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gary Graham	525 Parkinson Street Eagle, Idaho 83616
Jeff Rice	885 S.W. Third Street Ontario, Oregon 97914
Joe Graham	9223 Ruth Street Boise, Idaho 83704

ARTICLE VII

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws. The names and addresses 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:

Gary Graham
525 Parkinson Street
Eagle, Idaho 83616

Jeff Rice
885 S.W. Third Street
Ontario, Oregon 97914

Joe Graham
9223 Ruth Street
Boise, Idaho 83704

ARTICLE VIII

That the qualifications, term of office, manner of election, and the time and place of meeting and the powers and duties of the directors of this corporation shall be prescribed by the By-Laws.

That the directors of this corporation shall have the power and authority to alter, repeal and amend the By-Laws and adopt new By-Laws of the corporation, in the manner fixed by the By-Laws of the corporation.

ARTICLE IX

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE X

That the names and addresses of the incorporators of said corporation and the number of shares therein subscribed be each of said incorporators are as follows:

Gary Graham
525 Parkinson Street
Eagle, Idaho 83616

5 shares

Jeff Rice
885 S.W. Third Street
Ontario, Oregon 97914

5 shares

Joe Graham
9223 Ruth Street
Boise, Idaho 83704

5 shares

DATED this 19 day of February, 1985.

Gary Graham
Gary Graham
Jeff Rice
Jeff Rice
Joe Graham
Joe Graham

STATE OF IDAHO,)
County of Ada)

On this _____ day of February, 1985, before me, a Notary Public in and for said state, personally appeared Gary Graham, Jeff Rice, and Joe Graham, known to me to be the person(s) whose name(s) is/are subscribed to the within instrument as the incorporating directors of such corporation, and who acknowledged to me that they 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, State of Idaho
Residing at: