



**Department of State.**

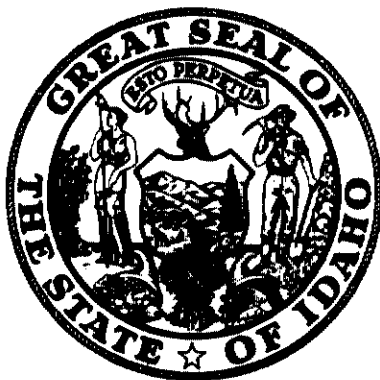
**CERTIFICATE OF INCORPORATION  
OF**

**POWDERPUFF ENTERPRISES, 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:           October 2, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Hawkey*

ARTICLES OF INCORPORATION OF Powderpuff Enterprises, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, do hereby associate ourselves together in order to form a corporation for the purposes hereinafter stated, pursuant to the provisions of the Laws of the State of Idaho, and do hereby certify as follows, to-wit.

ARTICLE I

The name of this corporation is hereby designated as the Powderpuff Enterprises, INC.

ARTICLE II

The corporation is to have a perpetual and unlimited term of existence, or until said corporation is terminated or dissolved pursuant to law.

ARTICLE III

The location and Post office address of the registered office and principal place of business of the corporation, is 1817 Addison Avenue West, Twin Falls, or Route 4 Box 7865, Twin Falls, Idaho 83301.

ARTICLE IIII

The total authorized capital stock of said corporation is \$100,000.00 divided into one hundred shares of the par value of \$1,000.00 per share; and all of the said stock shall be non-assessable common stock of the same class, and each stock share shall have equal voting power and other rights with every other share

ARTICLE V

The purpose for which said corporation is formed are as follows, to-wit:

1. To Contract all and any type of constuction including buildings, roads, machinery, crushing of rock, ore, natural and manmade substances and/or contract any part of construction on the above items.
2. To purchase, lease or otherwise acquire, own, hold, and to mortgage, sell, assign, transter, lease, pledge, exchange and

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otherwise dispose of all kinds of property, both real and personal, within or without the State of Idaho, which is or shall be suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

3. To build, erect, construct, purchase or otherwise acquire, own, provide, establish, maintain, hold, lease, repair, improve and occupy factories, warehouses, agencies, buildings, structures, offices, works, machinery plants and all other things whatsoever kind or nature, within or without the State of Idaho, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth.

4. To borrow money of any person, firm or corporation, and to issue bonds, promissory notes or other obligations of this corporation from time to time for any of the projects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or by any other lawful means; and to enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, county, state or other Governmental body, or agency or subdivision; and, without limit as to amount, to draw, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

5. To purchase, acquire and own its own shares of stock at such prices as may be fixed by its Board of Directors and accepted by the holders of the stock purchased, and resell any such stock so purchased at such prices as may be fixed by its Board of Directors.

6. The carrying on of the Company capable of being conveniently carried on in connection with its business, or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights, and in general to carry on any other operations in connection with the purposes hereinbefore set forth, and to have and to exercise all the powers confined by the laws of the State of Idaho upon corporations formed therein, and to do any and all of the things hereinbefore set forth to the same extent as a natural person might or could do, and any and all recitations or enumerations of particular powers in these articles shall not be exclusive, but all other lawful powers not inconsistent therewith, or with the laws of the State of Idaho, are included herein.

#### ARTICLE VI

The names and Post office addresses of the incorporators, and the number of shares of stock subscribed by each are as follows:

Marjorie Savala      655 Quebec St. Co. Springs, CO. 80911 1 Share

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Ann L. Admire	F.O. Box 305	Hansen, ID. 83334	1 Share
Gloria C. Johnson	Rt. 4 Box 7865	Twin Falls, ID. 83301	1 Share
			Share
			Share
			Share
			Share
			Share

The registered agent for this corporation shall be Gloria Johnson, 1613 Addison Avenue West, or Route 4 Box 7865, Twin Falls County, Twin Falls, Idaho 83301.

The affairs of the corporation shall be conducted by a Board of Directors consisting of not more than five and not less than three members, and no person shall be eligible to election as a Director unless he shall be a stockholder, having not less than one share of stock in his own name. The names and residence of the Directors who are hereby appointed to serve until the election and qualification of their successors, are as follows:

Marjorie Savala	Co. Springs, CO. 80911
Ann L. Admire	Hansen, ID. 83334
Gloria C. Johnson	Twin Falls, ID. 83301

The Directors of the corporation shall have the power to make, adopt, and repeal, and amend by-laws for the corporation providing however that any by-laws so adopted or amended by said Directors may be altered or repealed by the vote of two thirds of the outstanding shares of stock of said corporation. No Directors shall be disqualified by his office from contracting with the corporation, either as an officer, agent, manager or employee thereof, or as a vendor, purchaser or otherwise; nor, in the absence of actual fraud, shall any such contract be

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the Directors are interested therein, nor shall any Director be incapacitated from voting upon such contract, or with respect to any such action by reason of such interest.

#### ARTICLE VIII

The officers of this corporation shall consist of a President, Vice-President, Secretary, and Treasurer.  
The officers for the first year and until their successors are elected and qualified, shall Gloria C. Johnson President; Marjorie Savala, Vice-President and Ann L. Admire Secretary - Treasurer.

IN WITNESS WHEREOF we have hereunto set our hands this 17th day August 1987.

X Marjorie Savala  
X Ann L. Admire  
X Gloria C. Johnson

State of Idaho )  
: ss  
: County of Twin Falls )

On this 16<sup>th</sup> day of Sept., in the year 1987, before me Betty L. Cedersstrom, as Notary Public in and for said State, personally appeared Marjorie Savala, Ann L. Admire, & Gloria Johnson known to me to be the persons whose names are subscribed to the within instrument and 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 in the certificate first above written

Betty L. Cedersstrom  
Notary Public for Idaho  
Residing at Twin Falls, Idaho