

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

WISSING & COONROD, INC.

was filed in the office of the Secretary of State on the **Twenty-sixth** day
of **November** A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~ **microfilm**
duly recorded on Film No. of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
~~perpetual existence~~
Sun Valley, from the date hereof, with its registered office in this State located at
Blaine,
in the County of

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **26th** day of **November**,

65
ARNOLD WILLIAMS
Secretary of State

By: **Deputy**

Secretary of State.

ARTICLES OF INCORPORATION
OF
WIGGINS & COONROD, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, MILLIE WIGGINS SOLLHEIM, J. MICHAEL SOLLHEIM, CONNIE J. MARICICH and HERMAN L. MARICICH, all residents of the State of Idaho, each and all of whom are citizens of the United States and natural persons of full age, have this day voluntarily associated ourselves together for the purpose of forming a corporation for a profit under the laws of the State of Idaho, and we do hereby certify and state:

I.

That the name of this corporation is WIGGINS & COONROD, INC.

II.

That, subject to dissolution in the manner provided by law, the corporation shall be perpetual.

III.

That said corporation is formed for the following purposes:

(A) To carry on a general mercantile or merchandise business and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

(B) To lend or advance money or give credit to such persons, firms, corporations or associations on such terms as may seem expedient.

(C) To lease, buy, sell, use, mortgage, improve and otherwise handle, deal in, dispose of all such property, real and personal, as may be necessary or convenient in connection with the aforesaid business of the company.

(D) To carry on other business, of any nature whatsoever, which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render possible any of the corporation's property or rights.

(E) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or co-employees of the company, or its predecessors in business, the stockholders of a company or their heirs, to grant pensions to employees and stockholders and to make payments toward insurance.

(F) The corporation shall have the power to buy its own stock and to hold the same as treasury stock and to sell and/or otherwise dispose of the same.

(G) To acquire the good will, right, property and assets of all kinds and to undertake the whole or any part of liabilities of any person, firm, association or corporation on such terms and conditions that may be agreed upon; to pay for the same in cash, stocks, bonds, debentures or other securities of this corporation or otherwise; to acquire and/or take all or any part of the business, assets, liabilities of any person, firm, association or corporation.

(H) To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects of purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or any other lawful means of property of the corporation.

(I) To do any and all things necessary, suitable or proper for the accomplishment of any of the purposes, for the

attainment of any of the objects, for the exercise of any of the powers herein set forth, whether specified herein or not.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no way limited or restricted by reference to, or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein expressly declared and that all other lawful powers not inconsistent herewith are hereby included.

IV.

That the location and post office address of the registered office of the corporation shall be Sun Valley, Idaho.

V.

There shall be one class of capital stock of the corporation and it shall be known as common stock. The authorized common stock shall be the amount of \$20,000.00, divided into 2,000 shares at the par value of \$10.00 per share, the said stock to be non-assessable. In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders. Being the intention hereof to give them a preference to the purchase of the same and any attempted sale in violation of this provision is null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation stating the terms of sale and unless his terms are accepted by any or all of the other stockholders within thirty days thereof, they shall be deemed to have waived

their privilege of purchasing and he be at liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

VI.

The number and directors of the corporation shall be not less than three and at least three directors shall be shareholders in this corporation, owning at least one share of its capital stock.

VII.

The total number of shares actually subscribed is four. The names incorporated, subscribers and number of shares respectively for which they have subscribed and the amount to be paid by them are as follows:

<u>Name of Subscriber</u>	<u>No. of Shares</u>	<u>Amount</u>
Millie Wiggins Sollheim Ketchum, Idaho	1	\$10.00
J. Michael Sollheim Ketchum, Idaho	1	\$10.00
Connie J. Maricich Ketchum, Idaho	1	\$10.00
Herman L. Maricich Ketchum, Idaho	1	\$10.00

VIII.

The power to adopt, repeal and amend the By-Laws of the corporation shall be in a majority of the Stockholders.

IN WITNESS WHEREOF, We have hereunto subscribed our names this 22 day of November, 1965.

Millie Wiggins Sollheim
MILLIE WIGGINS SOLLHEIM

J. Michael Sollheim
J. MICHAEL SOLLHEIM

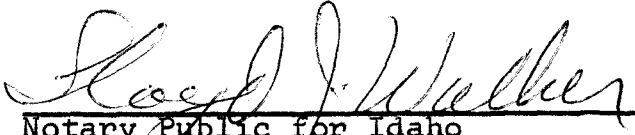
Connie J. Maricich
CONNIE J. MARICICH

Herman L. Maricich
HERMAN L. MARICICH

STATE OF IDAHO,)
)ss.
County of Twin Falls.)

On this 22 day of November, 1965, before me, the undersigned, a Notary Public for Idaho, personally appeared MILLIE WIGGINS SOLLHEIM, J. MICHAEL SOLLHEIM, CONNIE J. MARICICH and HERMAN L. MARICICH, known to me to be the persons whose names are subscribed to the foregoing 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 this certificate first above written.



Notary Public for Idaho
Residing at Twin Falls, Idaho