



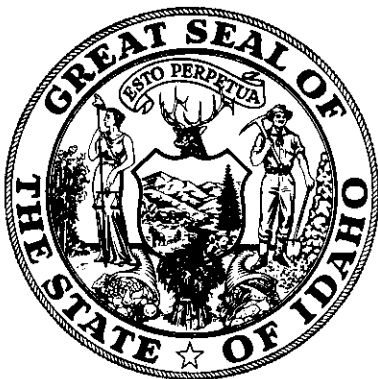
**CERTIFICATE OF INCORPORATION  
OF**

**HOYT'S OF IDAHO, 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: **June 26, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

\_\_\_\_\_  
SECRETARY OF STATE

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

ARTICLES OF INCORPORATION OF  
HOYT'S OF IDAHO, INC.

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

I.

The name of the corporation is HOYT'S OF IDAHO, INC.

II.

The period of duration of the corporation shall be perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this act.

IV.

The authorized capital stock of this corporation shall consist of 500,000 shares of common stock having a par value of ONE CENT (\$.01) per share and an aggregate par value of FIVE THOUSAND DOLLARS (\$5,000.00); all said shares shall be issued fully paid and shall not be subject to assessment.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least ONE THOUSAND DOLLARS

(\$1,000.00) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is 504 South Main Street., Moscow, Idaho, 83843 and the name of the initial registered agent is LeRoy J. Brown.

VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter, that every shareholder shall not have the right to transfer any stock that said shareholder receives, to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market value and under the terms of a bona fide offer. The corporation and/or current shareholders shall then exercise the right of first refusal described herein within 90 days of receipt of written notice from the proposed selling shareholder and if not so exercised, said right of first refusal shall expire and said shareholder shall be entitled to sell said stock unless the same is in violation of any buy/sell agreement entered into by shareholders. The purpose of said right of first refusal is to insure that the shareholders of this corporation are able to maintain their current voting status and allowed to operate this corporation with persons of their own

choosing. In case of disagreement of the fair market value, the matter in dispute shall be arbitrated, all costs of arbitration to be equally divided between corporation and shareholders. Any attempted sale of any stock of this corporation to a person other than as described herein shall be expressly voided.

VIII.

The right and power to amend, appeal, alter, rescind, and adopt by By-Laws of this corporation these Articles and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation as provided by statute.

IX.

The number of directors currently constituting the initial board of directors shall be two (2). The names and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

LeRoy J. Brown  
504 South Main Street  
Moscow, ID 83843

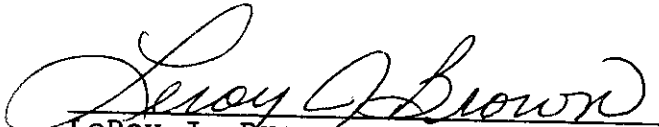
Tami L. Brown  
504 South Main Street  
Moscow, ID 83843


X.

The names and addresses of all the initial incorporators are:

<u>Name</u>	<u>Street Address</u>	<u>City and Town</u>
LeRoy J. Brown	504 South Main Street	Moscow, ID 83843
Tami L. Brown	504 South Main Street	Moscow, ID 83843


EXECUTED this 24<sup>th</sup> day of June, 1985.

  
LeRoy J. Brown

  
Tami L. Brown

STATE OF IDAHO     )  
                              )  
COUNTY OF LATAH    )

On this 24<sup>th</sup> day of June, 1985, before me personally appeared LeRoy J. Brown and Tami L. Brown, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

  
NOTARY PUBLIC in and for the  
State of Idaho, residing at  
Moscow therein.