

105969

# State of Idaho

## Department of State

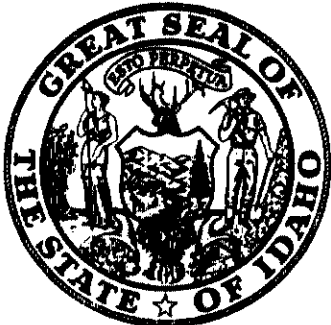
### CERTIFICATE OF INCORPORATION OF

PARTNERS, 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: April 14, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION  
OF  
PARTNERS, INC.

APR 14 11 19 AM '94  
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the laws of the State of Idaho, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Partners, Inc.

SECOND: The period of duration of this corporation is perpetual.

THIRD: This corporation is organized for the purposes of conducting any and all lawful business.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 100 shares, of one class of common stock only, without par value.

FIFTH: This corporation shall elect to become a Subchapter S corporation pursuant to Federal statutes and all transfers of shares shall be restricted in conformance with said statutes.

SIXTH: The address of the initial registered office name of the initial registered agent shall be:

Douglas A. Donohue  
812 Twelfth Ave. So. suite E  
Nampa, Idaho, 83651

SEVENTH: The initial board of directors shall consist of one director, whose name and address is:

Douglas A. Donohue  
812 Twelfth Ave. So., suite E  
Nampa, Idaho, 83651

The initial director shall serve until the first annual meeting of shareholders or until his successor is chosen.

ARTICLES OF INCORPORATION

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or successors shall be elected and qualify.

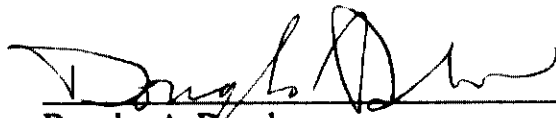
EIGHTH: The corporation has one incorporator whose name and address is:

Douglas A. Donohue  
812 Twelfth Ave. So., suite E  
Nampa, Idaho, 83651.

NINTH: The personal liability of each director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited or eliminated to the fullest extent of Idaho law.

TENTH: The corporation is authorized and empowered to act to the fullest extent allowable pursuant to law.

DATED this first day of February, 1994.

  
\_\_\_\_\_  
Douglas A. Donohue,  
Incorporator