

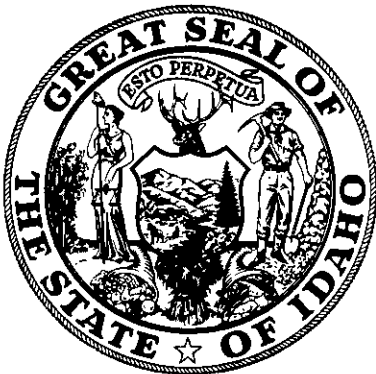
CERTIFICATE OF INCORPORATION  
OF

FRASIER SALES, 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: *January 31, 1986*



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

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

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ARTICLES OF INCORPORATION ~~SECRETARY OF STATE~~

OF

FRASIER SALES, INC.

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

A. The name of the corporation shall be FRASIER SALES, INC.

B. The period of duration of the corporation shall be perpetual.

C. The corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and for purposes including but not limited to the following:

(1) The acquisition of assets, including property of whatever nature;

(2) The disposition of assets by sale and otherwise;

(3) The lending and borrowing of assets, including the granting and taking of liens and subordination of assets;

(4) The operation of any lawful business deemed suitable to the board of directors;

(5) The acquisition and liquidation of other business entities, including corporations, according to such terms as the board of directors shall deem appropriate;

(6) The employment of such persons including officers, agents and employees as may be appropriate to the business activities of the corporation as determined by the board of directors;

ARTICLES OF INCORPORATION - 1

(7) Such altruistic endeavors as the board of directors may deem appropriate, including the gifting and transfer of property according to such guidelines as may be deemed appropriate by the board of directors;

(8) The purchase and sale of corporate securities and other assets of like nature;

(9) The maintenance of bank accounts, certificates of deposit, and other instruments of credit as may be appropriate and suitable to the board of directors;

(10) The maintenance of offices within and without the State of Idaho;

(11) The maintenance of business activity in such places as may be deemed appropriate by the board of directors within and without the State of Idaho.

D. The corporation shall have the authority to issue 1,000 shares of common stock, all of one class, with no par value. The stock shall be non-assessable.

E. Transfers of shares of stock of the corporation shall be restricted in that before any transfer may be made to persons other than then-existing shareholders of the corporation the stock sought to be transferred shall be first offered to the existing shareholders of the corporation at the price and according to the terms at which the stock is intended to be offered to persons other than the existing shareholders of the corporation. Only in the event that the existing shareholders of the corporation shall not elect to purchase the stock at the offered price and terms shall the stock be transferrable to persons other than

existing shareholders of the corporation. The terms of restriction shall be more fully specified in the By-Laws of the corporation.

F. The initial registered office of the corporation shall be: 210 Maxine Lane, Kimberly, Idaho 83341, with a mailing address of: 210 Maxine Lane, Kimberly, Idaho 83341.

The name of the initial registered agent at such address shall be Kevin Wayne Frasier.

G. The number of directors constituting the initial board of directors of the corporation shall be three (3). The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors be elected and qualified, are:

Marvin Lavern Frasier, 210 Maxine Lane, Kimberly, Idaho 83341;

Bonnie June Frasier, 210 Maxine Lane, Kimberly, Idaho 83341;

Kevin Wayne Frasier, 357 Blue Lakes Boulevard North, Twin Falls, Idaho 83301.

H. The names and addresses of each incorporator of the corporation are:

Marvin Lavern Frasier, 210 Maxine Lane, Kimberly, Idaho 823341;

Bonnie June Frasier, 210 Maxine Lane, Kimberly, Idaho 83341;

Kevin Wayne Frasier, 357 Blue Lakes Boulevard North, Twin Falls, Idaho 83301.

ARTICLES OF INCORPORATION - 3

DATED this 31st day of January, 1986.

Marvin Lavern Frasier  
Marvin Lavern Frasier

Bonnie June Frasier  
Bonnie June Frasier

Kevin Wayne Frasier  
Kevin Wayne Frasier

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 31st day of January, 1986, before me, the undersigned, a Notary Public in and for said State and County, personally appeared MARVIN LAVERN FRASIER and KEVIN WAYNE FRASIER, known or identified 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 this certificate first above written.

Ant Well  
NOTARY PUBLIC FOR IDAHO  
Residence: Twin Falls, Idaho  
Commission expires: 9/26/88

STATE OF IDAHO )  
County of Twin Falls ) ss.

On this 31st day of January, 1986, before me, the undersigned, a Notary Public in and for said State and County, personally appeared BONNIE JUNE FRASIER, known or identified to me to be the person whose name is subscribed to the within instru-

ARTICLES OF INCORPORATION - 4

ment, and acknowledged to me that she 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.

Marjorie Holmes  
NOTARY PUBLIC FOR IDAHO  
Residence: Twin Falls, Idaho  
Commission expires: 1-16-88

WEBB, BURTON, CARLSON, PEDERSEN & PAINE  
ATTORNEYS AT LAW  
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TWIN FALLS, IDAHO 83303-1768  
PHONE 734-4450

ARTICLES OF INCORPORATION - 5