



**CERTIFICATE OF INCORPORATION  
OF**

**TERRACORE, 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: July 11, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth Zebala*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

TERRACORE, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is TERRACORE, INC..

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

1           4.    To loan money on realty, personalty or interests  
2           therein and to otherwise deal in any way or manner whatsoever in  
3           tangible or intangible property interest, both real and personal.

4           5.    To own and hold real and personal property and to rent  
5           or lease the same.

6           6.    To do any and all things necessary, reasonable,  
7           proper, convenient or incident to carrying out the purposes for  
8           which this corporation is formed.

9           7.    To borrow money and to pledge, mortgage or hypothecate  
10          corporation property, or in any way or manner secure the payment  
11          of the same.

12          8.    To conduct business in this state or any other state,  
13          District of Columbia, territories and colonies of the United  
14          States and foreign countries or territories, and to maintain one  
15          or more places of business outside this state, and to receive,  
16          purchase, hold, acquire, mortgage, assign, transfer, lease,  
17          release, convey and otherwise deal in and with any real or  
18          personal property or any interest therein, either within or  
19          outside the State of Idaho, reasonably calculated to promote the  
20          purposes hereinabove stated to this corporation.

21          9.    To acquire the operating name, goodwill, property  
22          rights, and the whole or any part of any estate, tangible or  
23          intangible, or of any business, and to assume the liabilities of  
24          any person, firm, association, corporation or other business  
25          organization and pay for said goodwill, property rights, and  
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1 assets in cash and the stock of this company, its bonds, its  
2 debentures or otherwise, or by undertaking the whole or any part  
3 of the liabilities of the transferor thereof, and to hold in any  
4 manner or dispose of all or any part of the property so acquired.

5 10. To conduct in any lawful manner the whole or any part  
6 of any business so acquired and to exercise all of the powers  
7 necessary and expedient in and about the conduct and management  
8 of such business or businesses, directly or indirectly related to  
9 the purposes and objects of this corporation, or though not so  
10 connected, to preserve or protect the assets of this corporation.

11 11. To purchase, insofar as the same may be done without  
12 impairing the capital of this corporation, except as otherwise  
13 prohibited by law, and to hold, pledge and reissue, shares of its  
14 own capital stock, but such stock so acquired and held shall not  
15 be entitled to vote nor to receive dividends.

16 12. To have, exercise, enjoin and participate in all  
17 powers now or hereafter granted to corporations organized under  
18 the laws of the State of Idaho, particularly all of the powers  
19 and privileges granted to corporations by Chapter I, Title 30,  
20 Idaho Code, including any future amendments thereto.

21 13. To do all things which a natural person might do, it  
22 being expressly provided that the aforesaid enumeration of  
23 purposes shall not be construed to be limitations upon the powers  
24 and purposes of this corporation.  
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1 ARTICLE III

2 This corporation shall have perpetual existence.

3 ARTICLE IV

4 The address of the initial registered office of the  
5 corporation shall be 4420 Hillcrest Drive, Boise, Ada County,  
6 Idaho, 83705, and the name of its initial registered agent at  
7 such address is PENNY W. PETERSON.

8 The shares of stock to be issued by the corporation shall  
9 consist of one class only, and the aggregate number of shares  
10 which the corporation shall be authorized to issue shall be five  
11 hundred (500) shares of stock, having the par value of \$100.00  
12 per share. All shares of stock shall have the same rights in  
13 such corporation and shall be nonassessable when paid in full.

14 ARTICLE VI

15 The name and post office address of the incorporator and  
16 organizer, who has named herself as the initial director to serve  
17 until the first election of directors of the corporation, is as  
18 follows:

19 <u>Name</u>	<u>Address</u>
20 Penny W. Peterson	4420 Hillcrest Drive 21 Boise, Idaho 83705

22 The private property of the stockholders of this  
23 corporation shall not be subject to the payment of the corporate  
24 debts in any amount or to any extent whatever.

25 This corporation reserves the right to amend, alter, change  
26 or repeal any provisions contained in these Articles of

CLEMONS, COSHO & HUMPHREY, P.A.  
COUNSELORS AND ATTORNEYS AT LAW  
CARNEGIE BUILDING  
815 WEST WASHINGTON STREET  
BOISE, IDAHO 83702

1 Incorporation in the manner now or hereafter prescribed by  
2 statute, and all rights conferred upon stockholders herein are  
3 granted subject to this reservation.

4 I, the incorporator and organizer, for the purpose of  
5 forming a corporation to do business both within and without the  
6 State of Idaho, and in pursuance of the laws of the State of  
7 Idaho, do make and file these Articles of Incorporation, hereby  
8 declaring and certifying that the facts herein stated are true,  
9 have hereunto set my name, hand and seal this \_\_\_\_ day of June,  
10 1990.

11   
12 Penny W. Peterson  
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