



## 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

**BLU-CHILLA, INC.**

was filed in the office of the Secretary of State on the **Second** day of **April**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** 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 **an unlimited period** from the date hereof, with its registered office in this State located at **Nampa** in the County of **Canyon**.

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 **2nd** day of **April**, A.D., 19 **64**.

Secretary of State.

BLU - CHILLA, INC.

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purposes of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

1. The name of this corporation is BLU-CHILLA, INC.

II. The purposes of this corporation are:

(1) To engage in the business of buying, selling, distributing, and raising, selling, purchasing, owning, breeding, propagating and otherwise dealing in and disposing of chinchillas of all kinds, varieties and descriptions, and to sell, purchase, own and otherwise deal in all products and by-products therefrom; and to acquire, by purchase or otherwise, real and personal property necessary for the carrying on of such business; and to do such other business as shall be necessary, convenient or incidental thereto.

(2) To engage in other forms of business relating to the chinchilla industry.

(3) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein;

(4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

(5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.

(6) To engage in any activity or to do anything with the objects

1 and purposes hereinbefore mentioned that may be necessary or proper to  
2 accomplish successfully or promote the said objects and purposes . The fore-  
3 going clauses, by reason of the specific enumeration of powers shall not be  
4 held to restrict the power of the corporation to do any of the things within the  
5 purview of its general powers.  
6

7 (7) To have succession by its Corporate name so long as this  
8 Corporation may exist.

9 III. That the duration of the Corporation is unlimited.

10 IV. The location and post office address of the registered office of the  
11 Corporation in the State of Idaho is 1720 Amity Avenue, Nampa, Idaho;

12 V. That the Board of Directors shall consist of three (3) directors,  
13 each of whom must be a shareholder in this corporation and that said directors  
14 shall be elected for a term of two (2) years.  
15

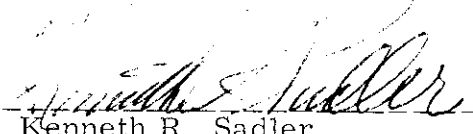
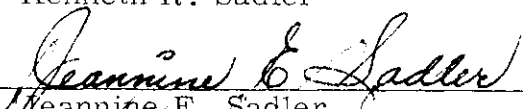
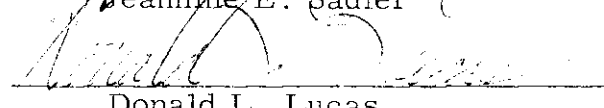
16 VI. The total authorized number of par value shares is Fifty Thousand  
17 (50,000) shares of common stock, the par value of each shall be One Dollar  
18 ~~making aggregate par value \$50,000.00,~~  
19 (\$1.00),/and such stock shall be non-assessable.

20 At every meeting of the shareholders, every holder of the common stock  
21 of the Corporation shall be entitled to one vote for each share of common stock  
22 standing in his name on the books of the corporation. At each election of  
23 directors, every holder of the Common Stock of the Corporation shall have the  
24 right to vote, in person or by proxy, the number of shares owned by him for  
25 as many persons as there are directors to be elected and for whose election  
26 he has a right to vote, or to cumulate his votes by giving one candidate as  
27 many votes as the number of such directors multiplied by the number of his  
28 shares shall equal, or by distributing such votes on the same principle among  
29 any number of such candidates.

30 VIII. The name and post office address of each of the incorporators and  
31 the number of common stock shares for which each subscribes is as follows:  
32

	<u>Names</u>	<u>Address</u>	<u>No. Shares</u>
2	Kenneth R. Sadler	1720 Amity Avenue	One
3		Nampa, Idaho	
4	Jeannine E. Sadler	1720 Amity Avenue	One
5		Nampa, Idaho	
6	Donald L. Lucas	Route 4, Nampa, Idaho	One

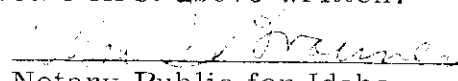
6 IN WITNESS WHEREOF, We, the undersigned, being each of the original  
 7 subscribers to the capital stock hereinbefore named, for  
 8 the purpose of forming a corporation to do business both  
 9 within and without the State of Idaho, and in pursuance of  
 10 the Corporation Laws of the State of Idaho, do make and  
 11 file these articles, hereby declaring and certifying that the  
 12 facts herein stated are true, and do respectively agree to  
 13 take the number of shares of stock hreinbefore set forth,  
 14 and accordingly have hereunto set our hands and seals  
 15 this 27th day of March, 1964.

17		
18		_____ Kenneth R. Sadler
19		
20		_____ Jeannine E. Sadler
21		
22		_____ Donald L. Lucas

23 STATE OF IDAHO       )  
 24                               ss.  
 25 County of Canyon    )

25 On this 27th day of March, 1964, before me, the undersigned, a  
 26 Notary Public in and for said State, personally appeared Kenneth R. Sadler,  
 27 Jeannine E. Sadler and Donald L. Lucas, known to me to be the persons  
 28 whose names are subscribed to the foregoing instrument, and acknowledged to  
 29 me that they executed the same.

31 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
 32 official seal the day and year in this certificate first above written.

  
 \_\_\_\_\_  
 Notary Public for Idaho  
 Residing at Caldwell, Idaho

**BRAUNER & FULLER**  
ATTORNEYS AND COUNSELORS AT LAW

BLU-CHILLA, INC., a Wyoming Corporation, does hereby consent that a corporation to be formed in the State of Idaho and to be incorporated by Kenneth R. Sadler, Jeannine Sadler and Donald L. Lucas may and it is hereby authorized to use the name "Blu-Chilla, Inc.," for said Idaho corporation;

And it is further hereby authorized to use the trade mark "Blu Chilla" and the mark which has been used by said corporation.

Dated this 25th day of March, 1964.

BLU-CHILLA, INC.,  
a Wyoming corporation,

By *Donald L. Lucas*  
Its President

ATTEST:

*Jeannine Sadler*  
Its Secretary

(Seal)