



CERTIFICATE OF INCORPORATION  
OF

**TERON D. NELSEN FUTURES MANAGEMENT CORP.**

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 \_\_\_\_\_

**TERON D. NELSEN FUTURES MANAGEMENT CORP.**

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 21, 1983**



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
THERON D. NELSEN FUTURES MANAGEMENT CORP.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is Theron D. Nelsen Futures Management Corp.

SECOND

The purposes for which the corporation is organized are to carry on a general business in commodities and securities and to engage in any other lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

To carry out its purposes and objects this corporation shall have all power and authority granted to corporations generally by the Idaho Business Corporations Act, as the same may from time to time be amended.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office is:

Stephen Renberg  
1213 1st Street South  
Nampa, Idaho 83651

SECRETARY OF  
STATE

APR 21 PM 4:33

FIFTH

The amount of capital stock of this corporation shall be and is one million (1,000,000) shares of stock of the par value of one dollar (\$1.00) each, making an aggregate stock of one million dollars (\$1,000,000), which stock shall not be issued until fully paid for, and once so issued shall be nonassessable.

SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each, are as follows:

Theron D. Nelsen	814 Sage Creek Road	one share
	Nampa, Idaho 83651	

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified

in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws and in accordance with the Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The initial Board of Directors shall be three in number, and their names and addresses are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Theron D. Nelsen	814 Sage Creek Road Nampa, Idaho 83651
Stephen Renberg	1710 Chateau Meridian, Idaho 83642
Michael G. Pierce	2621 Starcrest Boise, Idaho 83706

#### NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and

conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

#### ELEVENTH

No contract or other transaction between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily, or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### TWELFTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now

or hereafter prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

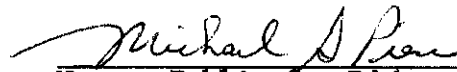
IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 21<sup>st</sup> day of April, 1983.

  
\_\_\_\_\_  
THERON D. NELSEN  
Sole Incorporator

STATE OF IDAHO    )  
                      ) ss.  
County of Ada     )

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared THERON D. NELSEN, known to me to be the person whose name is subscribed to the within document, and acknowledged to me that he 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.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Boise