



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

ST. CLAIR ENTERPRISE, 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: November 19, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Hines*

ARTICLES OF INCORPORATION NOV 19 2 39 PM '07
OF SECRETARY OF STATE

St. Clair Enterprise, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be St. Clair Enterprise, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 123 W. Main, Emmett, Idaho and the initial registered agent at such address is Ronald L. Andrews.

IV.

The purposes for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

This corporation shall have authority to issue 1,000 shares of stock; said aggregate number of shares being all of one class and without par value.

VI.

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Willard H. Newman	123 W. Main, Emmett, Idaho

VII.

The first Board of Directors shall consist of one (1) director, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than eight (8).

The following person is named director of the corporation to serve until his successor is elected and qualified:

<u>Name</u>	<u>Address</u>
Willard H. Newman	123 W. Main Emmett, Idaho

VIII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the note, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

X.

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors , as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not

less, however, than a majority thereof, as may be fixed by the bylaws.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles this 18th day of November, 1987.

Willard H. Newman

STATE OF IDAHO

County of

)
) ss.
)

On this 18th day of November, 1987, before me came the undersigned, a notary public in and for said state, personally appeared Willard H. Newman, known to me to be the persons whose name is subscribed to the foregoing Articles of Incorporation, 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.

M. Judith Mullen
Notary Public for Idaho
Residing at: Boise
Comm. Expires: 11-20-93