

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION
OF

THE PONDEROSA GROUP LIMITED
File Number C 117252

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 26, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

ARTICLES OF INCORPORATION

OF

THE PONDEROSA GROUP LIMITED

SECRETARY OF STATE
DATE 11/26/1996 0900J 42217
CK #: 638 DUTY 78825
CORP 21 PM '96
10 100.00 STATE
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of legal age and citizens of the United States of America have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho and we do hereby certify:

ARTICLE 1

The name of this corporation shall be
THE PONDEROSA GROUP LIMITED

ARTICLE 2

This corporation shall have perpetual existence.

ARTICLE 3

The objects and purposes for which this corporation is formed are; as principal, agent or otherwise, to do in any part of the world any and all things hereinafter to set forth to the same extent as natural persons might or could do in furtherance thereof, but not in limitation of the general powers conferred by the laws of the State of Idaho. We expressly provide that this corporation shall have power:

(a) To purchase, take, hold, own, acquire by operation of law or otherwise, lease, mortgage or otherwise hypothecate any and all kinds of real and personal property or any interest therein or appurtenant thereto, and to sell or exchange any such real or personal property or any interest therein, or to engage in any and all undertakings or business necessary, proper or convenient to the improvement or betterment of any real or personal property owned or acquired by this corporation.

(b) To engage in or carry on as manufacturer, wholesaler, or retailer for the manufacture, sale or exchange of any and all kinds of goods, wares or personal property.

(c) To engage in or carry on any other manufacturing business.

(d) To engage in or carry on either a general wholesale or retail business of any and all kinds.

(e) To buy and sell at wholesale or retail any and all merchandise goods, machinery or appliances sold in trade.

(f) To carry on and conduct a general contracting business.

(g) To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association, partnership or corporation.

(h) To purchase, own sell convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of whatever kind or character, including, but not restricted to, debts, dues, demands, choses in action, evidences of debt, bonds, or stocks of other corporations or otherwise, both public and private.

(i) To contract with the United States of America, and/or any foreign country, or with any state, city, county, or other governmental subdivision.

(j) To borrow and lend money from and to any person, firm, partnership, association or corporation and to make, take or execute notes, mortgages, bonds, deeds of trust or other evidences of indebtedness to secure payment thereof.

(k) To purchase, exchange, or otherwise acquire and own the corporate common or preferred stocks, bonds, other securities of any mother corporations, public or private, and also to purchase, redeem, or otherwise acquire its own capital stock insofar as not contrary to the constitution or laws of the State of Idaho, and to sell its own corporate common or preferred stock, bonds, debentures or other securities or evidences of indebtedness.

(l) To purchase or otherwise acquire letters patent, licenses, inventions, rights or privileges either in the United States or in any other part of the world, and to manufacture or produce, trade and deal in all machinery, articles, appliance or otherwise, capable of being manufactured, produces or trades in, by virtue of, or in connection with any letters patent, licenses, inventions, rights and privileges.

(m) To merge or consolidate with any corporation in such manner as may be permitted by law.

(n) In addition to the foregoing powers also to have all authority, power or right granted to corporations by the constitution and laws of the State of Idaho and any amendment thereto.

(o) To do and perform every act or thing necessary to carry out the above enumerated purposes, calculated directly or indirectly to the advancement of the interest of said corporation and to the enhancement of the value of its stock or property of any kind or character.

ARTICLE 4

The registered office of this corporation and the principal place for the transaction of its business is hereby fixed as being at P.O.BOX 963 Nampa, Id. 83653-0963, but such registered or principle office may be changed from time to time by action of the Board of Directors of this corporation. The registered agent of this corporation shall be Jan E.Moore P.O. Box 963 Nampa, Idaho. 83653-0963.
PHYSICAL ADDRESS: 2023 E LOCUST LN NAMPA ID 83686

ARTICLE 5

The number of directors of this corporation shall be Two (2). It is not necessary that a director be a shareholder of this corporation.

ARTICLE 6

The amount of the duly authorized capital stock of this corporation is Five Thousand Dollars And NO/100 (\$5,000.00) Dollars, divided into 5,000 shares of common capital stock of the par value of One Dollar (\$1.00) per share.

Each common share shall be entitled to one (1) vote, and such common shares shall have dividend participating rights, and all of said stock shall be non-assessable.

From time to time, the capitalization of this corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting, or dividend rights or privileges as may be provided in such amendment.

ARTICLE 7

These Articles may be amended as provided by the laws of the State of Idaho and may be amended by action of the Board of Directors as provided in the following article 8.

ARTICLE 8

In furtherance and not in limitation of the powers conferred by statutes, the Board of Directors of this corporation is expressly authorized:

(a) To remove at any time any officer elected or appointed by vote of a majority of the Board.

(b) To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

(c) To authorize and cause to be executed mortgages, liens or other encumbrances upon the real and personal property of the corporation.

(d) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for depreciation and losses of every character, or to use any of such reserves in the manner allowed by the laws of the State of Idaho.

(e) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding, having voting power given at a shareholders meeting duly called for that purpose, the Board of Directors shall have power and authority to lease, sell, or exchange all of the assets of the corporation upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors may deem expedient and for the best interest of the corporation.

(f) To determine the amount and time of payment of any dividends out of any funds which may be lawfully used for such purposes.

ARTICLE 9

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts of this corporation.

ARTICLE 10

The names of the incorporators and directors, are listed below as of the date of incorporation and are as follows:

<u>Name</u>	<u>Address</u>
Jan E. Moore	2023 E. Locust Ln. Nampa, Idaho 83686
Cherri Grosenbuch	1624 3rd. Street So. Nampa, Idaho 83651

Cherri Grosenbuch

Jan E. Moore

STATE OF IDAHO)
) ss
County of Ada)

On this ___ day of _____, 19___, before me, a Notary Public in and for said County and State, personally appeared Jan E. Moore and Cherri Grosenbauch known to me to be the persons whose names are subscribed to the above and forgoing articles of incorporation, and acknowledged to me that they executed same.

In witness whereof, I have hereunto set my hand and affixed my official notarial seal the day and year first above written.

NOTARY PUBLIC

comm expires _____