

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION  
OF  
The Prices' Right Investment Corp**

10 MAY 17 PM 4:54

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, in order to form a Corporation for the purposes hereinafter stated, under and pursuant to the provisions of General Corporation Law of the State of Idaho, hereby certifies as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is The Prices' Right Investment Corp.

**ARTICLE II  
INITIAL OFFICE AND AGENT**

The address of this Corporation's initial registered office and the name of its original registered agent whose Affidavit of Acceptance of Appointment is attached hereto, at such address are:

Heather M. Price  
312 W. Iowa Street  
Boise, Idaho 83706

**ARTICLE III  
PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the State of Idaho other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Idaho's Corporation Code.

**ARTICLE IV  
STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of \$1.00 per value stock.

IDAHO SECRETARY OF STATE  
05/18/2010 05:00  
CK: 4142 CT: 248101 DR: 1222730  
1 @ 100.00 = 100.00 COMP 0 2

## **ARTICLE V CORPORATION BY-LAWS**

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

## **ARTICLE VI LIABILITY OF DIRECTORS**

Pursuant to the General Corporation Laws of the State of Idaho, any and all directors of this Corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated

## **ARTICLE VII BOARD OF DIRECTORS**

The name and address of each person serving as a member of the initial Board of Directors are:

Heather M. Price, 312 W. Iowa Street, Boise, Idaho 83706.

Deon E. Price, 312 W. Iowa Street, Boise, Idaho 83706.

## **ARTICLE VIII INCORPORATORS**

The name(s) and address (es) of the Incorporator(s) are:

Heather M. Price, 312 W. Iowa Street, Boise, Idaho 83706.

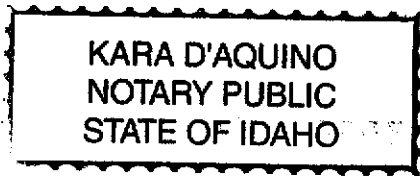
Deon E. Price, 312 W. Iowa Street, Boise, Idaho 83706.

**ACCEPTANCE OF APPOINTMENT AS  
REGISTERED AGENT**

I, Heather M. Price, of 312 W. Iowa Street, Boise, Idaho 83706, accept appointment as registered agent for and on behalf of The Prices' Right Investment Corp, Corporation and affirm that I am familiar with, and shall comply with, all of the duties of a registered agent.

Heather M. Price  
Heather M. Price, Registered Agent

Subscribed, sworn to and executed before me this 17<sup>th</sup> day of May, 2010, by Heather M. Price, Registered Agent of The Prices' Right Investment Corp.



Kara Aquino  
Notary Public

Boise Id  
Residing At

10/10/11  
My Commission Expires

IN WITNESS WHEREOF, the incorporator(s) has/have hereunto set his/her/their hand this 17<sup>th</sup> day of May, 2010.

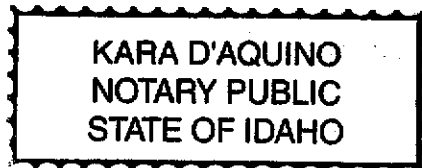
**INCORPORATORS:**

Heather M. Price  
Heather M. Price

Deon E. Price  
Deon E. Price

STATE OF IDAHO        )  
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COUNTY OF ADA        )

On the 17<sup>th</sup> day of May, 2010, personally appeared before me Heather M. Price and Deon E. Price, the signer(s) of the within instrument, who duly acknowledged to me the execution of the same.



Kara D'Aquino  
Notary Public  
Bowen Bowen, ID  
Residing At

10/10/11  
My Commission Expires