

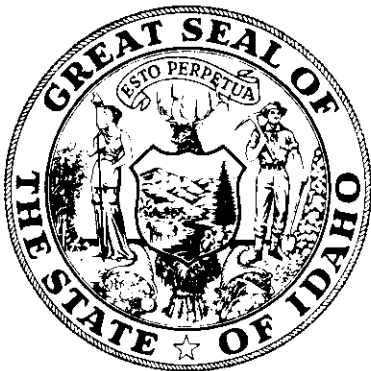


CERTIFICATE OF AUTHORITY
OF
THE SEMPER CHARITABLE FOUNDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE SEMPER CHARITABLE FOUNDATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to THE SEMPER CHARITABLE FOUNDATION to transact business in this State under the name THE SEMPER CHARITABLE FOUNDATION and attach hereto a duplicate original of the Application for such Certificate.

Dated February 26, 1986



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Nonprofit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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STATE

1. The name of the corporation is THE SEMPER CHARITABLE FOUNDATION

2. The name which it shall use in Idaho is Same

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is September 12, 1983 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Dover, Delaware

6. The address to which correspondence should be addressed, if different from that in item 5. P. O. Box 2001, Osterville, MA 02655

7. The street address of its proposed registered office in Idaho is c/o Robert J. Ennis, 4477 Emerald Street, Suite C250, Boise, Idaho 83706, and the name of its proposed registered agent in Idaho at that address is Robert J. Ennis

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Charitable activities

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Mary Cunningham Agee	Chairman-Secretary	P. O. Box 2001, Osterville, MA 02655
William M. Agee	President-Treasurer	P. O. Box 2001, Osterville, MA 02655

(continued on reverse)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: February 15th, 1986

THE SEMPER CHARITABLE FOUNDATION

(Corporation Name)

By

William M. Agee

Its President/~~Vice President~~ (please specify)

and

Its Secretary/~~Assistant Secretary~~ (please specify)

STATE OF Massachusetts)

COUNTY OF Barnstable) ss:

I, Dorothy Jean McManus, a notary public, do hereby certify that on this 23rd day of February, 19 86, personally appeared before me WILLIAM M. AGEE, who being by me first duly sworn, declared that he is the President of THE SEMPER CHARITABLE FOUNDATION

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Dorothy Jean McManus
Notary Public

My Commission Expires July 27, 1990

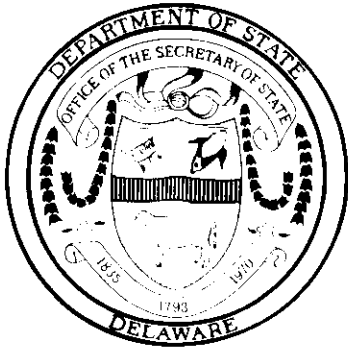


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SECRETARY OF STATE

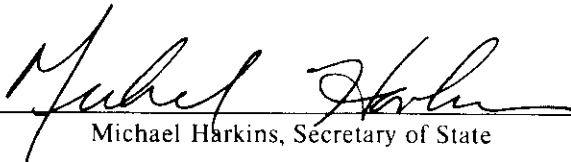
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE SEMPER CHARITABLE FOUNDATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10743167

DATE: 02/18/1986