

99822

State of Idaho

Department of State

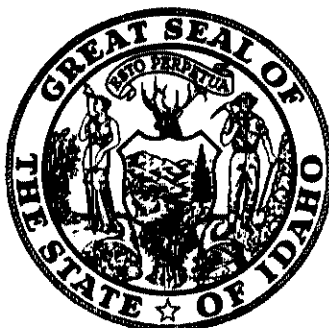
CERTIFICATE OF INCORPORATION OF

KROTCH TOP, 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: October 6, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl R. Davis*

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

KROTCH TOP, INC,

92 OCT 6 AM 8 19

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and citizens of the United States of America, in order to form a corporation pursuant to the Business Corporation Act of Idaho, for the purposes hereinafter identified, hereby declare as follows:

FIRST:

The name of the corporation is KROTCH TOP, INC.

SECOND:

The purpose for which said corporation is formed is to:

Engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 651 Thain Road, Lewiston, Idaho 83501. The registered agent is Stephen P. Palfy.

FOURTH:

The total authorized number of shares is 100. The shares shall have no par value.

FIFTH:

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

1 1) Stephen P. Palfy, RR1, Box 7, Lenore, Idaho 83541
2 Number of Shares: 50

3 2) Donna M. Phillips, RR1, Box 7, Lenore, Idaho 83541
4 Number of Shares: 50

5 SIXTH:

6 The private property of the stockholders shall not be
7 subject to the payment of corporate debts.

8 SEVENTH:

9 The Board of Directors shall consist of two (2) directors,
10 namely:

11 Stephen P. Palfy, RR1, Box 7, Lenore, Idaho 83541
12 Number of Shares: 50

13 Donna M. Phillips, RR1, Box 7, Lenore, Idaho 83541
14 Number of Shares: 50

15 or such other number as shall be established by the Bylaws of the
16 corporation. Any vacancies occurring in the office of any
17 director may be filled by the remaining members of the Board.

18 EIGHTH:

19 The existence of this corporation is to be perpetual.

20 NINTH:

21 There shall be no pre-emptive rights. There shall be no
22 cumulative voting.

23 TENTH:

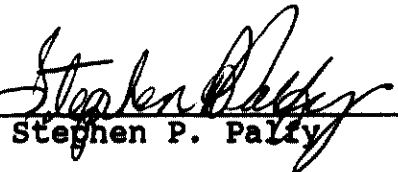
24 The directors shall have the power to make and to alter or
25 amend the Bylaws, to fix the amount to be reserved as working
26 capital and to authorize and cause to be executed mortgages and
27 liens without limit as to the amount upon the property and
28 franchise of this corporation.

1 **ELEVENTH:**

2 This corporation shall indemnify any and all of its
3 directors or officers or former directors or officers or any
4 person who may have served at its request as a director or
5 officer of another corporation in which it owns shares of capital
6 stock or of which it is a creditor against expenses actually and
7 necessarily incurred by them in connection with the defense of
8 any action, suit or proceeding in which they, or any of them, are
9 made parties, or a party, by reason of being or having been
10 directors or officers or a director or officer of the
11 corporation, or of such other corporation, except in relation to
12 matters as to which any such director or officer or former,
13 director or officer or person shall be adjudged in such action,
14 suit, or proceeding to be liable for negligence or misconduct in
15 the performance of duty. Such indemnification shall not be
16 deemed exclusive of any other rights to which those indemnified
17 may be entitled, under any bylaw, agreement, vote of
18 stockholders, or otherwise.

19 We, the undersigned, for the purposes of forming a
20 corporation under the laws of the State of Idaho, do make, file
21 and record this certificate and do hereby certify that the facts
22 herein stated are true. We have accordingly set our respective
23 hands and seals hereunto.

24 DATED this 2nd day of October, 1992.

25
26 
27 Stephen P. Pally

25
26 
27 Donna M. Phillips

1 STATE OF WASHINGTON)
2) ss.
3 County of Asotin)

4 On this 2nd day of October, 1992, before me, the
5 undersigned personally appeared STEPHEN P. PALFY and DONNA M.
6 PHILLIPS, known or identified to me to be the persons whose names
7 are subscribed to the within instrument, and acknowledged to me
8 that they executed the same.

9 IN WITNESS WHEREOF I have hereunto set my hand and affixed
10 my official seal the day and year first above written.



Sheila Suckow
NOTARY PUBLIC in and for the
state of Washington, residing
in Asotin County.

My commission expires: 11-13-94

