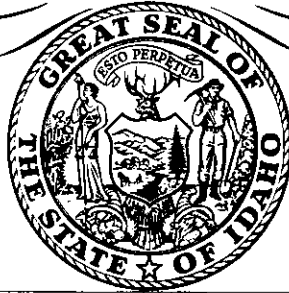


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

WORM OUT, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day of **January**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **January**, A.D., 19 **62**.

Secretary of State.

IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF IDAHO

In the Matter of the Incorporation)
of)
WORM OUT, INC.,) ARTICLES OF INCORPORATION
A Domestic Corporation for Profit.)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned persons, all of whom are natural persons of full age and all of whom are citizens of the United States of America, do hereby voluntarily associate ourselves together for the purpose of forming a general business corporation for profits and, in compliance with the laws and statutes of the State of Idaho, we do certify and declare as follows:

ARTICLE FIRST

NAME:

The name of this corporation is and shall be:

WORM OUT, INC.

ARTICLE SECOND

DURATION:

The duration of this corporation shall be perpetual, but nothing herein contained shall prevent the sooner winding up of the corporation under the laws and statutes of the State of Idaho, if such winding up thereof be deemed advisable.

ARTICLE THIRD

REGISTERED OFFICE
IN THE STATE:

The registered office of this corporation shall be 2715 Wymer Street in Boise City, Ada County, Idaho.

ARTICLE FOURTH

PURPOSES:

The purposes of this corporation shall be to generally engage in the manufacturing, wholesaling, retailing, and the establishment of marketing facilities for a product to be known as Worm Out. That, although the specific purposes of this corporation are as hereinabove set forth, this corporation shall generally have full corporate authority to enter into and to engage in any kind of business of any kind whatsoever which any natural person could or might engage in, except and unless such activity on the part of this corporation shall be specifically prohibited by the laws and statutes of the State of Idaho.

In order to carry out the objects and purposes of this corporation, it shall have full power and authority to buy, sell and deal in any kind of real or personal property and, in dealing with the same, shall have full power and authority to mortgage, pledge, hypothecate, transfer or trade such real or personal property in the same manner or to the same extent as any natural person might or could do with his own real or personal property.

Further, this corporation shall have full power and authority to raise money in order to finance itself, or to carry on its operation by borrowing the same upon its own credit, either with or without security therefor, or to issue its own notes or debentures, either secured or unsecured.

This corporation shall have full power and authority to issue its own capital stock in exchange of goods, wares, merchandise, services or cash, as the Board of Directors of this corporation shall determine.

ARTICLE FIFTH

CAPITAL AND DESCRIPTION OF SHARES:

The capitalization of this corporation shall be in the sum of THREE HUNDRED THREE THOUSAND and NO/100 (\$303,000.00) DOLLARS.

This corporation shall have two (2) classes of stock, one of which said classes shall be known and designated as Common Stock and the other to be known and designated as Participating Common Stock. All shares when issued shall have equal voting and preemptive rights and shall, when issued, be fully paid and non-assessable.

A description of the classes of shares and a statement of the number of shares in each class, together with any preferences or restrictions granted to or imposed upon the shares of each class are as follows:

The shares to be known and designated as Participating Common shares shall have a preference over the Common shares in the following particulars. Annually, at the close of business of each calendar year and on or before the 1st day of February of the following year, this corporation shall determine whether or not it did earn a profit. That the first distributable profits shall first be distributed and paid to the holders of the Participating Common shares at the rate of six (6%) per cent of the par value to the holders of each outstanding Participating Common share. In addition to the foregoing preference over the Common shares, the Participating Common shares shall be entitled to the further preference. In the event of the winding up of this corporation or the dissolution thereof, whether voluntarily or involuntarily, all assets of the corporation after the payment of its indebtednesses shall first be distributed pro rata to the

holders of all Participating Common shares to the extent of the par value of the issued and outstanding Participating Common shares. There shall be three (3,000) thousand Participating Common shares, each having a nominal or par value of ONE HUNDRED and NO/100 (\$100.00) DOLLARS per share.

The second class of shares of this corporation shall be known and designated as Common shares. There shall be three (3,000) thousand Common shares, each having a nominal or par value of ONE and NO/100 (\$1.00) DOLLAR per share. After the distribution of the dividend hereinabove provided for to the Participating Common shares, all remaining distributable earnings and profits of the corporation shall be divided equally among the holders of the Common shares and Participating Common shares, share and share alike. Further, in the event of dissolution and after the distribution of the assets to the holders of the Participating Common shares, as hereinabove provided for, all remaining assets shall be distributed among the holders of the Common shares and Participating Common shares, share and share alike.

ARTICLE SIXTH

NAMES OF INCORPORATORS:

The names of the incorporators of this corporation, together with a statement of the number of shares subscribed by each and their post office addresses, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED FOR</u>
LIONEL POIRIER	2715 Wymer St., Boise, Idaho	One Thousand Two Hundred shares of Common Stock at One Dollar per share
JAMES L. COSETTI	3613 Tulare Drive, Boise, Idaho	One Thousand Two Hundred shares of Common Stock at One Dollar per share
VERNON K. SMITH	1900 Main Street, Boise, Idaho	Six Hundred shares of Common Stock at One Dollar per share

ARTICLE SEVENTH

MANAGEMENT OF CORPORATION:

The management of this corporation shall be vested in a Board of three (3) directors, who shall be elected by the stockholders at the annual meeting of the stockholders.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as the Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder in said corporation.

At all meetings of the Board of Directors, a majority vote shall be required to pass any official action of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho.

At the first annual meeting of the directors, said directors shall elect officers of said corporation. The officers of this corporation shall be as follows:
a President, a Vice President and a Secretary-Treasurer.

ARTICLE EIGHTH

TEMPORARY OFFICERS AND DIRECTORS:

Until the first annual meeting of the corporation, the officers and directors of this corporation shall be as follows:

LIONEL POIRIER, President and Director
JAMES L. COSETTI, Vice President and Director
VERNON K. SMITH, Secretary-Treasurer and Director

ARTICLE NINTH

ANNUAL MEETING OF STOCKHOLDERS:

The annual meeting of the stockholders of this corporation shall be held on the first Wednesday of January of each year, commencing with the year 1962, provided, however, that, in the event the first Wednesday of January in any year shall fall upon a legal holiday, then said annual meeting of said stockholders shall be held on the next business day.

At each annual meeting of the stockholders, such stockholders, in addition to any other business to be transacted at such meeting, shall elect directors to serve for the ensuing year, provided, however, that nothing herein contained shall prevent the stockholders or the directors to increase or decrease the number of directors as provided for in the By-Laws or the laws and statutes of the State of Idaho.

ARTICLE TENTH

BY-LAWS:

Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of By-Laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any By-Laws may be adopted at any annual or special meeting of the stockholders, or any regular or special meeting of the directors, provided, however, that such call for such meeting to adopt, repeal or amend the By-Laws state such purpose.

The By-Laws may be amended by a majority vote.

IN WITNESS WHEREOF, We have hereunto set our hands and seals to these Articles of Incorporation, executed in triplicate, this 12th day of January, 1962.

Vernon K. Smith (SEAL)
James L. Cosetti (SEAL)
Lionel Poirier (SEAL)

STATE OF IDAHO)
 : ss.
County of Ada)

This is to certify that on this 12th day of January, 1962, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LIONEL POIRIER, JAMES L. COSETTI and VERNON K. SMITH, each known to me to be the persons whose names are subscribed to the within instrument, and before me and in my presence they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal the day and year in this certificate first above written.

Edith W. Littlefield
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires:

(SEAL)