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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

S & K CORPORATION

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: February 26, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hakes

ARTICLES OF INCORPORATION

OF

S & K CORPORATION

RECEIVED
SEC. OF STATE

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**ARTICLE I
NAME**

The name of this corporation is S & K CORPORATION.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
CAPITALIZATION**

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is 1,000. All of such shares shall have no par value.

**ARTICLE V
PRINCIPAL OFFICE AND AGENT**

The location in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is John Scherer, Bedstead Building, Suite 204, Highway 75, Post Office Box 570, Ketchum, Idaho 83340.

ARTICLE VI
INCORPORATOR AND DIRECTORS

The incorporator and his address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward A. Lawson	Post Office Box 297 319 Walnut Avenue Ketchum, Idaho 83340

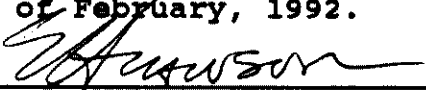
The initial directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John Scherer	Post Office Box 570 Ketchum, Idaho 83340
Paul Anthony Scherer	Post Office Box 903 Nedlands, West Australia 6009
Gregory S. Knoepfel	Post Office Box 600 Bellevue, Idaho 83313

The number of directors may be increased or decreased from time to time by amendment to the Bylaws.

The directors of the corporation are released from personal liability to the corporation or its shareholders to the extent provided in Idaho Code Section 30-1-54(2).

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 24 day of February, 1992.



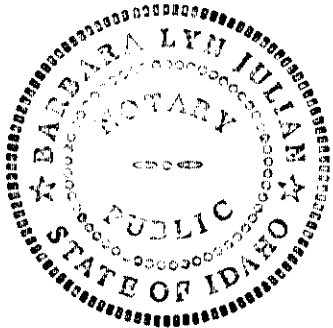
Edward A. Lawson
Incorporator

STATE OF IDAHO,
County of Blaine.

)
) ss.
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On this 24th day of February, 1992, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Edward A. Lawson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Barbara Lynn Julian
Notary Public for Idaho
Residing at Hailey