



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SCHMIDL, 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: **April 19, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

M. Richards

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ARTICLES OF INCORPORATION

SCHMIDL, INC.

THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following articles of Incorporation for such corporation.

I

The name of the corporation is SCHMIDL, INC.

II

The period of its duration is perpetual.

III

The purposes for which the corporation is organized are:

A. To hold, invest, manage, and own businesses and to perform services for other businesses under contract.

B. To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights franchises and assets of every kind

and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

C. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, and other evidences of indebtedness.

D. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things, and business in any way connected therewith or auxiliary thereto.

E. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	10,000	No	10,000

V

Provisions denying preemptive rights are: None.

VI

Provisions for the regulation of the internal affairs of the corporation are: None.

VII

The Address of the initial registered office of the corporation is P.O. Box 1882, Twin Falls, Idaho, and the name of its initial registered agent at such address is Paul T. Smith.

VIII

The number of directors constituting the initial board of directors of the corporation is three (3). This number may be changed by the bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Paul T. Smith	P.O. Box 1882 Twin Falls, ID 83303

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IX

The name and address of each incorporator is:

NAME

ADDRESS

Paul T. Smith

P.O. Box 1882
Twin Falls, ID 83301

DATED This 17 day of April, 1991.


Paul T. Smith

STATE OF IDAHO)

County of Twin Falls)

On this 17th day of April, 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared Paul T. Smith, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO

Residing at:

Comm. Expires:

Twin Falls
7/12/95

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