

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

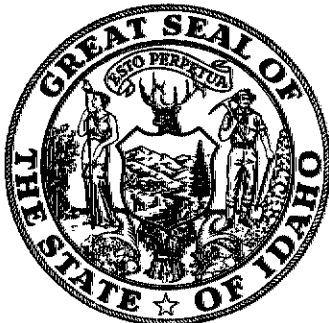
ENRETT LTD.

File number C 109442

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 15, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
Enrett Ltd.

RECEIVED  
SEC. OF STATE

Michael Cwik of legal age, for the purpose of forming a Corporation under the Idaho Corporation Act adopts in duplicate the following Articles of Incorporation. 95 FEB 15 AM 10 19

ARTICLE 1. NAME

The name of this Corporation is Enrett Ltd.

ARTICLE 2. DURATION

The Corporation's existence shall be perpetual.

ARTICLE 3. PURPOSES

The purpose for which this corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under this act.

ARTICLE 4. STOCK ISSUANCE

The total number of authorized shares is one thousand (1000) of common stock and each share shall have no par value. Dividends are payable on the common stock, when and as declared out of the earned unreserved surplus and out of all other sources as are legal under the laws of the State of Washington. Dividends on the common stock may be in the form of cash, property, or additional shares of common stock. Each holder of common stock shall be entitled to one vote for each share of stock outstanding in such holder's name on the books of the Corporation.

ARTICLE 5. STOCK TRANSFER RESTRICTION

No shareholder or the personal representative of a shareholder's estate may transfer, assign, sell, pledge, or hypothecate, or otherwise dispose of the shares of the stock of this Corporation, or the certificate of the stock representing the same, or of any interest therein, whether by operation of law or by judicial process, without first offering to sell his shares to this Corporation. The offer to this Corporation shall be at the same price and terms as would be offered to or by a third party in an arms-length transaction, shall be made in writing to the Corporation, and shall remain open for thirty days after the Corporation's receipt of such offer.

In the event this Corporation elects not to exercise its right of first refusal with respect to all or part of the shares offered, the selling or disposing shareholder shall offer any such shares to the other shareholders at the same price and terms offered to the Corporation, pursuant to the Corporation's first right of refusal. If the right of first refusal is exercised by more than one shareholder, each shall share the benefits and burdens of the acceptance in the ratio of his or her stockholdings at the time of the offer.

In the event that a proposed transfer is one without consideration (such as death or by gift) or the terms of an offer are not capable of being reasonably ascertained, the offer to which the Corporation and shareholders have a right of first refusal will be determined by an arms-length appraisal.

Neither the Corporation nor the remaining shareholders may exercise their rights of first refusal unless all shares offered are accepted either by the Corporation, the other shareholders, or any combination of the Corporation and the other shareholders. The purpose of this paragraph is to permit the selling shareholder to qualify for a complete  
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termination of interest pursuant to Section 302 (b) (3) of the Internal Revenue Code of 1986 and Amendments thereto.

In the event that one or more shareholders then owning collectively more than fifty percent of the issued and outstanding shares of this Corporation wish to sell their shares to a party who wishes to purchase one-hundred percent of the issued and outstanding shares of this Corporation, the majority shareholders will be able to effectuate such a sale as follows: The majority of shareholders must first comply with the first refusal options of the forgoing restrictive agreement. If the minority shareholders do not exercise their first refusal options, they are required to sell their shares to the majority shareholders on the same terms as the majority shareholders are to sell their shares to the prospective buyer(s). This sale to the majority shareholders is made with the understanding that the majority shareholders shall be permitted to sell all shares to the prospective buyer.

Shares representing stock in this Corporation may be subject to additional restrictions which would be contained in a Stock Transfer Restriction and Purchase Agreement, a copy of which such agreement shall be kept at the office of the Corporation.

Each certificate restricted by this Article shall bear a legend containing a notice of the restrictions applicable to such certificate, and all individuals agree to be bound to the terms of this Article as a condition precedent to becoming a shareholder of this Corporation.

#### ARTICLE 6. LOCATION AND REGISTERED AGENT

The location and address of the registered office of the Corporation in this State shall be 509 E. Seltice Way Post Falls, ID 83854. The registered agent of the Corporation shall be Michael Cwik whose address is 509 E. Seltice Way, Post Falls, ID 83854.

#### ARTICLE 7. NUMBER OF DIRECTORS

The number of Directors of the Corporation shall be fixed as provided in the By-Laws and may be changed from time to time by amending the By-Laws as therein provided, but the number of directors shall not be less than one nor more than five. The initial Director is Michael Cwik, and his address is 509 E. Seltice Way, Post Falls, ID 83854. Terms of the first director shall be until the first annual meeting of the stockholders or until their successors are elected and qualified.

#### ARTICLE 8. INCORPORATOR

The incorporator is Michael Cwik whose address is 509 E. Seltice Way, Post Falls, ID 83854.

#### ARTICLE 9. ACTS OF DIRECTORS

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its Directors, officers and stockholders and with Corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or stockholder shall be avoided and no such director, officer or stockholder shall be held liable to account to the Corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of stockholders who are not officers or directors) the nature of the interest of such director or officer, though not necessarily the details or

extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any Corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that Corporation, association, firm or entity.

#### ARTICLE 10. LIMITATIONS OF DIRECTORS' LIABILITIES

Directors of the Corporation shall not be liable to either the Corporation or its shareholders for monetary damages for a breach of fiduciary duties provided under 30-1-48 Idaho Code unless the breach involves:

- 1) a director's duties of loyalty to the Corporation or its shareholders,
- 2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
- 3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the Corporation, or
- 4) a transaction from which any of the directors derive an improper personal benefit. Failure to comply with provisions of Article 9 above shall constitute improper personal benefit in addition to other statutory and regulatory compliance which may apply.

#### ARTICLE 11. STOCKHOLDER QUORUM


Any contract, transaction, or act of the Corporation or of the directors or any officers of the Corporation which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting or any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

#### ARTICLE 12. BY-LAWS

In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the Corporation, subject to the powers of the stockholders of the Corporation to change or repeal such By-Laws.

#### ARTICLE 13. AMENDMENT OF ARTICLES

The Board of Directors of the Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in any manner now hereafter proscribed or permitted by statute. All rights of stockholders of the Corporation are granted subject to this reservation.

  
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Incorporator