

CERTIFICATE OF INCORPORATION  
OF

QUISENBERRY'S OF IDAHO, INC.

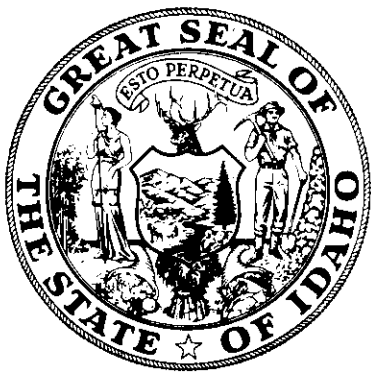
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

QUISENBERRY'S OF IDAHO, INC.

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: **September 13, 1983**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION SEP 13 8 29 AM '83  
OF  
QUISENBERRY'S OF IDAHO, INC. SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, being natural persons of full age and citizens of the United States of America, have this day formed a corporation under the Idaho Business Corporation Act of the State of Idaho.

AND, WE DO HEREBY CERTIFY:

FIRST:

That the name of the corporation is, and shall be QUISENBERRY'S OF IDAHO, INC.

SECOND:

That the purposes and objects for which this corporation is organized are as follows:

To have and to exercise any and all of the powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the Idaho Business Corporation Act or under any acts amendatory thereof or supplementary thereto or substituted therefor and to include any and all purposes for which a corporation may be organized under the Idaho Business Corporation Act and the transactions of any and all lawful business for which corporations may be incorporated under that Act.

THIRD:

That the location and post office address of the registered office in the State of Idaho is and shall be 10362 Overland Road, Boise, Ada County, Idaho 83709. The registered agent of the corporation at such address is DEE HANSEN.

FOURTH:

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH:

That the total authorized number of par value shares of this corporation shall be 10,000 shares each of the par value of

\$100.00 and of the aggregate par value of \$1,000,000.00, which said shares shall be common stock, and shall not be subject to assessment.

SIXTH:

That the names and post office addresses of the incorporators are as follows:

NAME	ADDRESS
WINSTON B. QUISENBERRY	189 A Street West Vale, OR 97918
JACKIE Y. DEMISE	350 Court Street South Vale, OR 97918

SEVENTH:

The first Board of directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws. The names and addresses of the initial Board of Directors are as follows:

NAME	ADDRESS
WINSTON B. QUISENBERRY	189 A Street West Vale, OR 97918
JACKIE Y. DEMISE	350 Court Street South Vale, OR 97918

EIGHTH:

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

NINTH:

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

Alvin S. Greenman  
Ralph S. Green

MEETING  
JUL 13 8 29 AM '83  
TORS  
STATE

All surviving members of the Board of Directors of the corporation being present, the meeting was called to order by the President. The President advised the Board that long-time Director MARY M. GLENN was deceased and that a vacancy thus existed on the Board of Directors.

The President further informed the Board he believed it was desirable to change the name of the corporation from Quisenberry's of Idaho, Inc., to Quisenberry's, Inc., of Mountain Home and that a resolution to that effect should be presented to the shareholders of the corporation.

MINUTES OF SPECIAL MEETING OF DIRECTORS - 1

**RESOLVED** that the Board of Directors of the corporation call a special meeting of the shareholders of the corporation to convene at 10:00 o'clock A.M. on Friday, August 12, 1983, at 1024 Belmont Street, Caldwell, Idaho, for the consideration of the following resolutions:

**"RESOLVED** that Article II, Section 1 of the By-Laws of the Corporation be amended to read as follows:

'Section 1. The business of this corporation shall be managed by a board of two directors, none of whom shall be required to be holders of any of the capital stock of the corporation. Subject to the limitations of the Articles of Incorporation, of these By-Laws, and of the statutes of the State of Idaho, as to actions to be authorized or approved by the shareholders, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed and controlled by the Board of Directors.'

**"RESOLVED** that Article I of the Articles of Incorporation of **Quisenberry's of Idaho, Inc.**, be amended to read as follows:

Article I. The name of this corporation is: **Quisenberry's, Inc. of Mountain Home."**

Motion was duly made, seconded and unanimously carried that the special meeting of the Board of Directors of the corporation adjourn until 11:00 o'clock A.M. on Friday, August 12, 1983, for the purpose of convening a special meeting of the shareholders of the corporation for the consideration of the above resolutions.

WHEREUPON, the special meeting of the Board of Directors of the corporation was adjourned until 11:00 o'clock A.M., Friday, August 12, 1983.

The special meeting of the Board of Directors of the corporation was reconvened at 11:00 o'clock A.M., Friday, August 12, 1983. All the members of the Board of Directors being present, the meeting was again called to order by the President.

The President advised the Board of Directors that the shareholders of the corporation had approved the resolutions recommended to it by the Board of Directors.

The President advised the Board of Directors that an election should be held for officers of the corporation. The President advised that the ByLaws provided for the following officers: a president; a vice-president; a secretary; a treasurer; and assistants to the secretary or treasurer, if desired.

The following named persons were duly elected officers of the corporation to serve until the next annual meeting of the shareholders or until their successors are elected and have qualified.

OFFICE

NAME

President  
Vice President  
Secretary  
Treasurer

Winston B. Quisenberry  
Winston B. Quisenberry  
Jackie Y. Demise  
Jackie Y. Demise

Each of the officers so elected thereupon accepted the office to which such officer was elected and assumed the duties of such office.

The President directed the secretary to cause to be

transmitted to the office of the Secretary of State of the State of Idaho, **Articles of Amendment to the Articles of Incorporation of Quisenberry's of Idaho, Inc.,** and upon the issuance of a Certificate of Amendment of Articles of Incorporation to cause the same to be filed and recorded as required by law.

The President advised the Board of Directors that a corporation was being formed in the State of Idaho which desired to use the name of **Quisenberry's of Idaho, Inc.** He further advised the Board that because of the similarities in the names, the Secretary of State of the State of Idaho required the consent of the corporation before the corporation being formed could use the name indicated.

WHEREUPON, upon motion duly made, seconded and unanimously carried, it was:

**RESOLVED**, that the corporation consent to the use of the name **Quisenberry's of Idaho, Inc.,** by another corporation; and

**BE IT FURTHER RESOLVED** that the secretary of the corporation transmit to the incorporators of **Quisenberry's of Idaho, Inc.,** a copy of the above resolution executed and authenticated by the officers of this corporation for submission to the Secretary of State of the State of Idaho.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the special meeting of the Board of Directors of the corporation was adjourned.

Dated this 12th day of August, 1983.

  
Secretary

(CORPORATE SEAL)

APPROVED:

  
President

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