

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

LAST CHANCE CO.

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 24, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Orange Hanks*

ARTICLES OF INCORPORATION  
OF  
LAST CHANCE CO.

Sev. 24, 1974. The undersigned, Joyzelle Iverson, acting as the  
incorporator of a corporation under the Idaho Business Corporation  
Act, adopts the following Articles of Incorporation for such  
corporation.

**FIRST:** The name of the corporation is:

LAST CHANCE CO.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 with \$10.00 par value.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws and as said by-laws may be from time to time amended.

SIXTH: The address of the initial registered office of the corporation is HC 66, Island Park, Fremont County, Idaho, 83429, and the name of its initial registered agent at such address is Joyzelle Iversen.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the initial directors are Joyzelle Iverson and Joyzelle Sterling at the said address of HC 66, Island Park, Fremont County, Idaho, 83429, who shall serve as such directors until the first annual meeting of the shareholders or until their successors and/or any additional directors are elected and qualify.

EIGHTH: The name and address of the incorporator is  
Joyzelle Iverson, at HC 66, Island Park, Fremont County, Idaho,  
83429.

NINTH: The directors of this corporation shall have no personal liability whatsoever to the corporation, its

stockholders, or to any person or entity claiming through it or them, for monetary damages for breach of fiduciary duty as a director, except in the following cases:

- a) For any breach of the director's duty of loyalty to the corporation or its stockholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) For acts for which liability is prescribed by Idaho Code 30-1-48;
- d) For any transaction from which the director derived any improper personal benefit.

Dated: February 14, 1991

Joyzelle Iverson  
Joyzelle Iverson