

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CARTHY, INC.  
File number C 106847

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: July 1, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sime*

JUL 1 10 49 AM '94  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
CARTHY, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho.

ARTICLE I

NAME

The name of this corporation shall be:

CARTHY, INC.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Title 30 Chapter 1 of the Idaho Business Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$100.00 per share.

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors for the corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

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## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Idaho shall be:

106 Cooks Lane  
Hailey, ID 83333

The name of the initial registered agent of this corporation at that address shall be:

Kathleen Drew

## ARTICLE VI

### BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws of the corporation.

## ARTICLE VII

### DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified is as follows:

<u>Name</u>	<u>Street Address</u>
Carl Drew	106 Cooks Lane Hailey, ID 83333
Kathleen Drew	106 Cooks Lane Hailey, ID 83333

## ARTICLE VIII

### INCORPORATOR

The name and street address of the incorporator signing this Articles of Incorporation is as follows:

Name

Steve Zimmerman

Street Address

505 North Wenatchee Ave.  
Wenatchee, WA 98801

ARTICLE IX

SPECIAL PROVISIONS

The following additional provision for the regulation for the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise.

ARTICLE X

This corporation shall be operated as a Subchapter S Corporation and shall abide by all conditions and statutory requirements of a Subchapter S Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands in triplicate this 30 day of JUNE, 1994.

  
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STEVE ZIMMERMAN  
Incorporator