



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

FALLSTON ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **Seventh** day
of **May**, A.D. One Thousand Nine Hundred **Sixty-five** and
~~will be~~
/ duly recorded on ~~Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this **7th** day of **May**,
A.D., 19 **65** .

Secretary of State.

ARTICLES OF INCORPORATION

OF

FALLSTON ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are citizens and residents of the United States and over the age of twenty-one years, do hereby make and execute the following Articles of Incorporation for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be FALLSTON ENTERPRISES, INC.

ARTICLE II

The purposes and objects for which said corporation is formed are as follows:

(a) Subject to the limitations and restrictions imposed by law, to draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, conditional sales contracts, trade acceptances, agricultural paper, warehouse and dock receipts, warrants, and other negotiable or transferable instruments.

(b) To purchase, take or lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges, either within or without the State of Idaho, suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the laws of the State of Idaho.

(c) To borrow money for the purposes of this corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefore and to secure the same by mortgage or pledge of

1 personal property, including the income of said corporation, or
2 by mortgage of real property, executed in trust or otherwise. All
3 or any portion of the real or personal property may be so pledged,
4 mortgaged or hypothecated.

5 (d) To enter into any contract, co-operative agreement or
6 profit sharing plan with its officers or employees that the corpor-
7 ation may deem advantageous or expedient, or otherwise to reward or
8 pay such persons for their services as the directors may deem fit.

9 (e) To sue and be sued, appear, complain and defend in any
10 court of law or equity, or before any board, commission or tribunal.

11 (f) To have and use a corporate seal which may be altered
12 by majority vote of the board of directors.

13 (g) To receive, acquire, hold, purchase, dispose of, convey,
14 mortgage, and/or lease, real and personal property; to dispose of,
15 sell, lease, assign, transfer, mortgage and/or convey any rights,
16 privileges, franchises, real or personal property of the corporation,
17 other than its franchise of being a corporation, and to acquire,
18 purchase, guaranty, hold, mortgage, own, vote, sell, pledge and/or
19 otherwise dispose of and deal in shares, bonds, securities and
20 debentures and other evidences of indebtedness in other corporations,
21 domestic or foreign.

22 (h) To appoint such officers, employees and agents as the
23 business of the corporation may require and to allow them compen-
24 sation.

25 (i) To make by-laws not inconsistent with any existing law
26 for the management of its business and property, the regulation
27 and conduct of its affairs, and the certification and transfer of
28 its stock, and optionally to provide penalties for the breach thereof
29 not exceeding twenty dollars for any one offense.

30 (j) To issue shares and admit shareholders, and to sell
31 their shares for the payment of assessments or installments.

32 (k) To wind up and dissolve itself, or to be wound up and
dissolved.

1 (1) To enter into contracts or obligations of any type or
2 kind essential, necessary or proper to the transaction of its
3 ordinary affairs, or for the purposes of the corporation.

4 (m) To conduct business in this State, other States,
5 District of Columbia, territories and colonies of the United
6 States and in foreign countries, and to have one or more offices
7 and places of business out of this State, and to acquire, receive,
8 hold, purchase, lease, mortgage, dispose of and/or convey real and
9 personal property situate out of this State.

10 (n) To carry on any other business, or to do anything in
11 connection with the objects and purposes above mentioned that may
12 be necessary or proper to accomplish successfully or promote said
13 objects and purposes of this corporation. The foregoing clauses,
14 by reason of specific enumeration of powers, shall not be held to
15 restrict the power of the corporation to do any of the things
16 within the purview of its general purposes.

17 - ARTICLE III

18 This corporation shall have perpetual existence.

19 ARTICLE IV

20 The location and post office address of this corporation and
21 its principal place of business shall be 108 East 40th Street,
22 Boise, Ada County, State of Idaho.

23 ARTICLE V

24 The total authorized capital stock of this corporation shall
25 be Twenty Five Thousand Dollars (\$25,000.00) divided into Five
26 Hundred (500) shares of common stock of the par value of Fifty
27 Dollars (\$50.00) each. Said capital stock shall be paid in at such
28 times and upon such conditions as the Board of Directors may by
29 resolution direct, either in cash, or by services rendered to the
30 corporation, or by real and personal property transferred to it.
31 Shares of stock, when issued in exchange for services or property pur-
32 suant to resolution by the Board of Directors, shall thereupon become

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and be fully paid up the same as though paid for in cash at par, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property or services received by the corporation in exchange for stock shall be conclusive.

ARTICLE VI

The name and post office address of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER</u>
Albert V. Jenson	2107 Norcrest, Boise, Idaho	One Share
Ted J. Nydegger	1918 Potter Dr. Boise, Idaho	One Share
William E. Bartlett	1006 Mercer, Boise, Idaho	One Share
Reams W. Shehee	2220 Fredéric, Boise, Idaho	One Share
James W. Derr	515 Vista Ave., Boise, Idaho	One Share
Donald M. Knudsen	1006 E. Boise Ave. Boise, Idaho	One Share
Gerald E. Robbins	1341 Elmwood Circle Twin Falls, Idaho	One Share
Clarence R. Saunders	356 Van Buren Twin Falls, Idaho	One Share
Gerald B. Robbins	1092 Sahara Idaho Falls, Idaho	One Share
E. Frank Blades	1522 Linden Lewiston, Idaho	One Share
Jacob Kerbs	Route #2 Rupert, Idaho	One Share

ARTICLE VII

At all meetings of stockholders of this corporation, every stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of this corporation. Cumulative voting of shares is hereby authorized.

ARTICLE VIII

No common stock of this corporation shall be transferred on the books of the corporation to anyone not a stockholder without the written consent of all common stockholders unless the common

1 stock shall be first offered for sale to the corporation first and
2 secondly to each of the other common stockholders of this corpora-
3 tion at a price to be determined by the rules and procedures outlined
4 in the by-laws of this corporation. The by-laws of this corporation
5 shall further prescribe the rules and regulations as to the formal-
6 ities and procedures to be followed in effecting the transfer of
7 common stock to anyone other than the common stockholder.

8 ARTICLE IX

9 The method and manner of holding directors' meetings and
10 stockholders' meetings, the authority and duties of each of the
11 officers of the corporation, and all other matters for management
12 and control of the corporation shall be determined by the by-laws
13 of this corporation and by the laws of the State of Idaho.

14 ARTICLE X

15 These articles may be amended in any respect conformable to
16 the laws of the State of Idaho by a vote of 3/4ths of the stock-
17 holders entitled to vote in a meeting of stockholders called for
18 that purpose as prescribed by law.

19 ARTICLE XI

20 At any special meeting called to consider the subject, the
21 corporation, upon a unanimous recommendation of the Board of
22 Directors, may dissolve the corporation, provided that at least
23 3/4ths of the members of the Board are present at such meeting,
24 and provided that not more than 1/4th of the stockholders in person
25 or by written notice object thereto. A committee of three shall
26 thereupon be elected to liquidate the assets of the corporation,
27 and each share of capital stock according to the amount thereon
28 shall be entitled to its proportion of its proceeds after all debts
29 of the corporation have been paid.

30 234 IN WITNESS WHEREOF, we have hereunto set our hands this
31 1st day of April, 1965.
32

Robert V. Jensen Ronald W. Knudsen

Ed Nydegger Gerald E. Robbins

Laurence R Saunders

James W. Speer & Gerald B. Robbins

Secret Service E Frank Blades

James R. Dunn

STATE OF IDAHO)
(ss.
COUNTY OF ADA)

On this 27 day of ~~April~~^{April}, 1965, before me the undersigned a Notary Public, personally appeared ALBERT V. JENSON, TED J. NYDEGGER, WILLIAM E. BARTLETT, REAMS W. SHEHEE, JAMES W. DERR, and DONALD M. KNUDSEN, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


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

Notary Public for Idaho
Residence: *Boise Idaho*

1 STATE OF IDAHO)
2) (ss.
3 COUNTY OF TWIN FALLS)

4 On this 14th day of April, 1965, before me the undersigned
5 a Notary Public, personally appeared GERALD E. ROBBINS and CLARENCE
6 R. SAUNDERS, known to me to be the persons whose names are subscribed
7 to the within instrument, and acknowledged to me that they executed
8 the same.

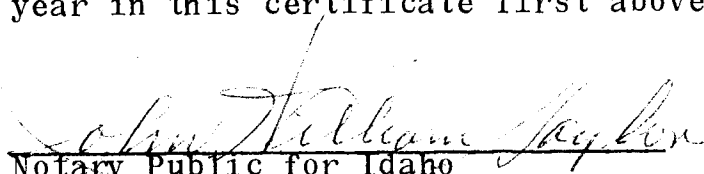
9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
10 my official seal, the day and year in this certificate first above
11 written.

12 
13 Notary Public for Idaho
14 Residence:

15 STATE OF IDAHO)
16) (ss.
17 COUNTY OF BONNEVILLE)

18 On this 29th day of April, 1965, before me the undersigned
19 a Notary Public, personally appeared GERALD B. ROBBINS, known to
20 me to be the person whose name is subscribed to the within instru-
21 ment, and acknowledged to me that he executed the same.

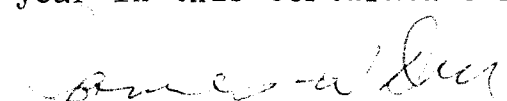
22 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
23 my official seal, the day and year in this certificate first above
24 written.

25 
26 Notary Public for Idaho
27 Residence:

28 STATE OF IDAHO)
29) (ss.
30 COUNTY OF NEZ PERCE)

31 On this 1st day of May, 1965, before me the undersigned
32 a Notary Public, personally appeared E. FRANK BLADES, known to me
to be the person whose name is subscribed to the within instrument,
and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residence:

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1 STATE OF IDAHO)
2 COUNTY OF MINIDOKA) (ss.

3 On this 1st day of May, 1965, before me the undersigned
4 a Notary Public, personally appeared JACOB KERBS, known to me to
5 be the person whose name is subscribed to the within instrument,
6 and acknowledged to me that he executed the same.

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

10
11 James W. Derr
12 Notary Public for Idaho
13 Residence: Laurel, Idaho
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