

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

OFCON, INC.  
File number C 118401

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, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Alisa Hotley*

**ARTICLES OF INCORPORATION**  
**OF**  
**OFCON, INC.**

FEB 24 10 57 AM '97  
SECRETARY OF STATE

The undersigned, acting as incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**NAME**

The name of the Corporation is OFCON, Inc.

**ARTICLE II**  
**PURPOSE**

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

**ARTICLE III**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**  
**SHARES**

The total authorized stock of the Corporation is 100,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V**  
**REGISTERED OFFICE**

IDAHO SECRETARY OF STATE  
DATE 02/24/1997  
0900 66655 2  
CK #: 951 CUST# 77041  
CORP 1@ 100.00= 100.00

# : C

The address of the initial registered office is 411 South 19th Street, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is Alston H. Durant.

## **ARTICLE VI**

### **DIRECTORS**

The initial board of directors shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
William R. Vigue	11706 East 22nd Street Spokane, Washington 99206
Alston H. Durant	411 South 19h Street Coeur d'Alene, ID 83814
Marggy S. O'Driscoll	411 South 19th Street Coeur d'Alene, ID 83814

## **ARTICLE VII**

### **BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

## **ARTICLE VIII**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

The corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code S30-1-5.

**ARTICLE IX**  
**INCORPORATOR**

The names and business addresses of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Alston H. Durant	411 South 19th Street Coeur d'Alene, ID 83814

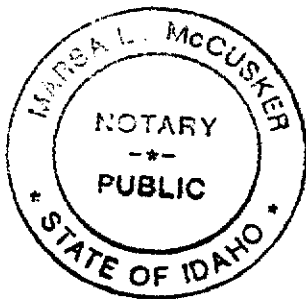
IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 20 day of February, 1997.

Alston H. Durant  
Alston H. Durant

STATE OF IDAHO )  
                                  : ss.  
County of Kootenai )

On this 20<sup>th</sup> day of February, 1997, before me MARSA L. MCCUSKER, the undersigned Notary Public, personally appeared Alston H. Durant, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)



MARSA L. MCCUSKER  
Notary Public for Idaho  
Residing at Coeur d'Alene  
Commission Expires: 5-4-2001