



**CERTIFICATE OF INCORPORATION
OF**

THE GREGORY CORPORATION, INCORPORATED

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: March 05, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. J. J. J.

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ARTICLES OF INCORPORATION

OF

THE GREGORY CORPORATION, INCORPORATED

We, the undersigned, being two natural persons of full age, both of whom are citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private general business corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE ONE

The name of the corporation is THE GREGORY CORPORATION, INCORPORATED, 1215 Bryden Avenue, Lewiston, Idaho 83501.

ARTICLE TWO

The purposes of the corporation are to have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho, upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto, including but not limited to the following powers.

1. The power to purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect

of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plan, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, patents, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and

any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

2. The power to hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

3. The power to promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

4. The power to let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

5. The power to advertise, or otherwise promote any of the goods or services sold or otherwise provided by the corporation.

6. The power to carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and to exercise all powers conferred

by the laws of the State of Idaho, on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

7. The power to engage in any lawful activity.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

The above enumerated powers shall not be construed as limiting or restricting in any manner the powers of this

corporation, which shall always have such incidental powers as may be connected with or related to any specific power enumerated herein.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The location and post office address of the registered office of the corporation in the State of Idaho is 1215 Bryden Avenue, City of Lewiston, County of Nez Perce, State of Idaho 83501. The registered agent of the corporation is Jimmie Gregory, 1215 Bryden Avenue, City of Lewiston, County of Nez Perce, State of Idaho, 83501.

ARTICLE FIVE

The amount of the total authorized capital stock of this corporation is 350 shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall be non assessable and shall not be liable for any further payment thereon.

ARTICLE SIX

The name and post office address of each of the incorporators and the number and class of shares for which each has subscribed are:

<u>Name</u>	<u>Post Office Address</u>	<u>Number and Class of Shares</u>
Jimmie Gregory	P.O. Box 294 Lewiston, Idaho 83501	88 shares of common stock
Mary L. Gregory	P.O. Box 294 Lewiston, Idaho 83501	87 shares of common stock
Unassigned		175 shares of common stock

ARTICLE SEVEN

There shall be three (3) directors constituting the initial Board of Directors and the following persons shall serve as directors until their successors are elected and qualify, to-wit:

Jimmie Gregory	P.O. Box 294 Lewiston, Idaho 83501
Mary L. Gregory	P.O. Box 294 Lewiston, Idaho 83501
William J. Fitzgerald	523 1/2 Main Street Lewiston, Idaho 83501

Executed in triplicate on the 21 day of January, 1990.

Jimmie Gregory
JIMMIE GREGORY
Mary L. Gregory
MARY L. GREGORY

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 21 day of January, 1990, before me a Notary Public, personally appeared JIMMIE GREGORY and MARY L. GREGORY, husband and wife, and known or identified to me to be the president, or vice-president, or secretary or assistant secretary, of the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

Margaret D. Dyer
Notary Public for the
State of Idaho, Residing
at Lewiston therein.