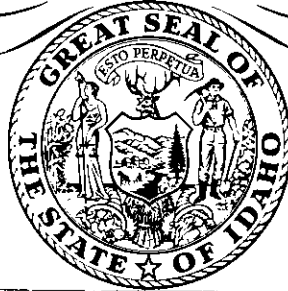


# State of Idaho



## 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

**H & O DISTRIBUTING CO., INC.**

was filed in the office of the Secretary of State on the **Sixteenth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** 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

**Burley**

in the County of

**Cassia**

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 **16th** day of **April**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION  
OF  
H & O DISTRIBUTING CO., INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens and residents of the United States of America and of the State of Idaho, and each over the age of Twenty-one (21) years, do by these presents voluntarily associate ourselves together for the purpose of forming a Corporation, as hereinafter stated, pursuant to and under the laws of the State of Idaho, and do hereby execute and deliver these Articles of Incorporation for that purpose. And we hereby set forth and declare and certify:

ARTICLE I

NAME

This Corporation shall be known as H & O DISTRIBUTING CO., INC.

ARTICLE II

The object and purposes for which this Corporation is formed are as follows:

1. To engage in any commercial, industrial and agricultural enterprise, calculated or designed to be profitable to the Corporation, and in conformity with the laws of the State of Idaho.
2. To generally engage in, do and perform any lawful enterprise, act or vocation that a natural person might or could do or perform.
3. To engage in the manufacture, sale, purchase,

importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods and wares and merchandise of any and all types and descriptions for the account of the Corporation, or as factor, agent, procurer or otherwise, for or on behalf of another.

4. To purchase, lease, own, sell, mortgage, sublease and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or capable of being conveniently used in connection with any of the objects of this Corporation, and to enter into, make, perform and carry out contracts of every sort and kind, with any person, including the right to become a partner, to acquire and take over the good will, property, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the Corporation or otherwise. The Corporation is also authorized to guarantee the debts of another.

5. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or pertinent to or growing out of or connected with the foregoing objects or purposes, or any part or parts thereof, provided the same be not inconsistent with the laws under which

this Corporation is organized.

#### ARTICLE III

The location and Post Office address of the registered office of the Corporation is Burley, County of Cassia, State of Idaho.

#### ARTICLE IV

The term and existence of this Corporation shall be perpetual.

#### ARTICLE V

The total authorized number of shares of stock and their par value are as follows:

<u>Type</u>	<u>Shares</u>	<u>Par</u>	<u>Aggregate</u>
Common	2,500	\$10.00	\$25,000.00
<u>Type</u>	<u>Shares</u>	<u>Par</u>	<u>Aggregate</u>
Preferred	2,500	\$10.00	\$25,000.00
Total aggregate, Common and Preferred: \$50,000.00			

#### ARTICLE VI

##### CHARACTERISTICS OF STOCK

The Capital Stock of this Corporation shall consist of Five Thousand (5,000) shares, divided into Two Thousand, Five Hundred (2,500) shares of Common Stock of the par value of Ten Dollars (\$10.00) each, and Two Thousand, Five Hundred (2,500) shares of Preferred Stock of the par value of Ten Dollars (\$10.00) each.

The terms on which these two classes of stock are created and the particular character of the preference of the Preferred Stock and the conditions and limitations applying thereto

and to the Common Stock are as follows:

a. The Holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of this Corporation, cumulative dividends thereon, from the date of issuance of said Preferred Stock, at the rate of Four and one-half ( $4\frac{1}{2}\%$ ) Percent per annum, and no more, payable only out of surplus profits of this Corporation, each year, before any dividends shall be paid or set apart for the Common Stock. Dividends on the Preferred Stock shall be cumulative, so that if in any year, dividends amounting to four and one-half ( $4\frac{1}{2}\%$ ) Percent shall not have been paid on such Stock, the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the Common Stock.

b. This Corporation may at any time or from time to time, as shall be permitted under the laws of the State of Idaho, redeem the whole or any part of its Preferred Stock at the option of the Board of Directors, upon Thirty (30) days notice by mail to the holders of record of such Stock, by Resolution of the Board of Directors, by paying for each share of stock the par value thereof, in cash, and in addition thereto, all unpaid dividends accrued thereon, at the date fixed for such redemption. If, at any time, the Corporation shall determine to redeem less than the whole amount of its Preferred Stock, then outstanding, the particular stock to be redeemed shall be ascertained in such manner as shall be provided by the By-Laws or from time to time by Resolution of its Board of Directors. Except as herein otherwise specifically provided, the Board of Direc-

tors shall have full discretion to prescribe and regulate from time to time the procedure to be followed in and all details concerning redemption of shares of the Preferred Stock.

c. Above any surplus profits of the Corporation, remaining after the payment of full dividends on the Preferred Stock for all previous dividend periods, and after full dividends thereon for the then current dividend period, shall have been declared and paid in full or provided for, then and not otherwise, dividends may be declared upon the Common Stock.

d. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Stock shall be entitled to be paid in full the par value thereof, and all accrued unpaid dividends thereon before any sum shall be paid to or any assets distributed among the holders of the Common Stock, but after payment of the holders of the Preferred Stock of the amounts payable to them, as hereinbefore provided, the remaining assets and funds of the Corporation shall be paid to and distributed among the holders of the Common Stock.

e. Holders of Common Stock in this Corporation, shall be entitled to one vote for each and every share of Common Stock, standing in his or her names upon the Books of the Corporation, at any and all meetings of the Stockholders of the Corporation. No holder of Preferred Stock shall be entitled to cast any vote on account of ownership of any such Preferred Stock, PROVIDED, HOWEVER, That if,

at any time, the Corporation be in default of payments of accumulated dividends on such Preferred Stock and such default shall exist or shall have existed for two (2) successive years, each holder of the Preferred Stock shall be entitled to one (1) vote for each and every share of Preferred Stock, standing in his, her or its name, at any and all meetings of the stockholders and such voting rights shall continue until all accumulated dividends on Preferred Stock shall have been fully paid.

f. Prior to any sale or transfer, whether inter vivos or testamentary of the shares of Common Stock of the Corporation, the same must be offered for sale in writing to each of the stockholders of Common Stock, who shall have first option to purchase such shares.

The holder of shares of any class of the Corporation, shall, upon the sale by authorization of the Corporation, for cash or shares of the same class, have the right, during a reasonable time to be fixed by the Board of Directors, to purchase shares in proportion to their respective holdings of shares of such class, at such price that may be fixed therefor by the Board of Directors, but at not less than par for par value shares.

#### ARTICLE VII

The names and Post Office addresses of each of the Incorporators and the number of shares and class thereof, subscribed by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Type</u>	<u>Shares</u>
Henry J. Oltmanns	2026 Miller Burley, Idaho	Common	1,800

<u>Name</u>	<u>Address</u>	<u>Type</u>	<u>Shares</u> (Cont'd)
Maxine B. Oltmanns	2026 Miller Burley, Idaho	Common	662
Robert L. Brown	521 W. Main Burley, Idaho	Common	38

#### ARTICLE VIII

##### BOARD OF DIRECTORS

All members of the Board of Directors must be stockholders of Common Stock and the Board of Directors must consist of not less than Three (3) members and not more than Five (5), and a majority of the members of the Board of Directors will constitute a quorum for transacting business, and the act of a majority of said quorum of the Board of Directors shall be the act of the Board. It is not necessarily required that officials of the Corporation be stockholders.

#### ARTICLE IX

##### AMENDMENT

These Articles of Incorporation may be amended in accordance with the provisions of the statutes of the State of Idaho, then in full force and effect.

IN WITNESS WHEREOF, The parties hereto have set their hands this 13<sup>th</sup> day of April, 1962.

Henry J. Oltman  
Henry J. Oltman

Maxine B. Oltman  
Maxine B. Oltman

Robert L. Brown  
Robert L. Brown

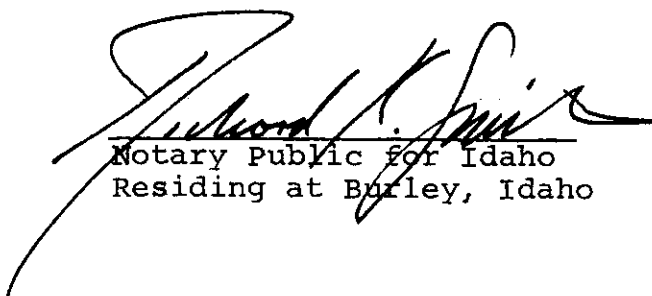


STATE OF IDAHO            )  
                              ) ss  
County of Cassia        )

On this 13<sup>th</sup> day of April, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared HENRY J. OLTMANNS, MAXINE B. OLTMANNS and ROBERT L. BROWN, known to me to be the persons whose names are subscribed to the foregoing 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.

(SEAL)

  
Notary Public for Idaho  
Residing at Burley, Idaho