

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

T.N. CARGILL CORPORATION

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 \_\_\_\_\_

T.N. CARGILL 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.

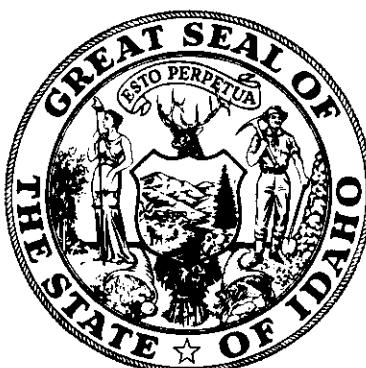
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated October 14, 1980.

*Pete T. Cenarrusa*

SECRETARY OF STATE

Corporation Clerk



1980  
10 25 AM '80  
OCT 14 1980  
SECRETARY OF STATE  
ARTICLES OF INCORPORATION  
STATE OF IDAHO  
OF

ORIGINAL

T. N. CARGILL CORPORATION

I, the undersigned being a natural person of full age and a citizen of the United States, or of its territories or possessions, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

ARTICLE I.

The name of the corporation is T. N. CARGILL CORPORATION.

ARTICLE II.

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

A. To own, operate and control a general construction and construction materials operation, including sale for retail and wholesale of all building supplies, equipment, and to engage in a general contracting and sales business. Further, to carry on and conduct in all branches and departments, as principle or agent, a retail or wholesale business involving furniture, fixtures, household furnishings and appliances and all business incidental or in any way connected therewith; to establish, purchase, lease as lessee or otherwise acquire, own, operate and maintain and to sell, mortgage, lease as lessor or otherwise dispose of retail or wholesale stores and departments therein; to buy, sell, manufacture, deal in and deal with all goods, wares, and merchandise of every kind and nature whatsoever. To act as a general contractor for construction, repairing and remodeling of buildings and works of all kind and to act as a subcontractor for the same purposes; for the improvement of real property and real estate and the doing of any and all other business and contracting incidental thereto; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider or real property development and generally to carry on any

other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

B. To have succession by its corporate name for the time stated in these articles of incorporation and when no period is stated, perpetually.

C. To sue and be sued, appear, complain and defend in any Court of law or equity, or before any board, commission or tribunal.

D. To have and use a corporate seal which may be altered at pleasure.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation; and to purchase, guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or any instrumentality thereof.

F. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

G. To make Bylaws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding TWENTY DOLLARS (\$20.00) for any one offense.

H. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.

I. To wind up and dissolve itself, or to be wound up and dissolved in the manner hereinafter provided.

J. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purpose of the corporation.

K. To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.

L. To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction, to be an incorporator of other corporations of any type or kind.

M. To borrow money for the purposes of the corporation, to issue bonds, notes and debentures and other evidence of indebtedness therefor, and to secure the same by mortgage or pledge of personal property including the income of said corporation or by mortgage of real property executed in trust or otherwise. All or any portion of the real or personal property may so be pledged, mortgaged or hypothecated.

N. To enter into any contract, cooperative agreement or profit sharing plan with its officers or employees the corporation may deem advantageous or expedient, or otherwise to pay or reward such person for his services as the Directors may deem fit.

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

P. To carry on any other business or to do anything in connection with the objects and purposes above-mentioned that may be necessary or proper to accomplish successfully or promote said objects and purposes of this corporation.

Q. The foregoing clauses by reason of specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

### ARTICLE III.

The principal office of the corporation in the State of Idaho will be at Sunburst Consominium, #84, Sun Valley, Idaho. The registered agent is Thomas N. Cargill whose business address is P. O. Box 932, Sun Valley, Idaho.

#### ARTICLE IV.

This corporation shall have perpetual existence.

#### ARTICLE V.

The aggregate number of shares of the corporation which it shall be authorized to issue shall consist of One Hundred (100) common shares, all of one class, without par value. Capital stock shall be paid in at such times and upon such conditions as the Board of Directors may be resolution direct, either in cash or by services rendered to the corporation or by real and personal property transferred to it. Shares of stock then issued in exchange for services or property pursuant to resolution by the Board of Directors shall thereupon become and shall be fully paid up the same as though paid for in cash at par and shall be nonassessable 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 names and addresses 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:

NAME	ADDRESS	SHARES
Thomas N. Cargill	Sunburst Condominium #84 Sun Valley, Idaho 83353	50

The initial Board of Directors shall consist of the above-named.

#### ARTICLE VII.

At all meetings of Stockholders of this corporation, every stockholder of record shall be entitled to one (1) vote for every share of stock standing in his or her name on the books of this corporation, and cumulative voting of shares is hereby authorized.

#### ARTICLE VIII.

The number of Directors shall be as specified in the Bylaws of the corporation, and such number may from time-to-time be increased or decreased in such manner as described by the Bylaws and may be fewer than three (3) in the event that the corporation

has less than three (3) stockholders, in accordance with the law of the State of Idaho.

#### ARTICLE IX.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

- (a) to make, alter, amend and repeal the Bylaws subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors.
- (b) To authorize and issue without stockholder consent obligations of the corporation, secured and unsecured, under such terms and conditions as the Board in its sole discretion may determine, and to pledge or mortgage as security therefor any real or personal property of the corporation, including after-acquired property.
- (c) To determine whether any, and if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus.
- (d) To fix the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose.
- (e) To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including Officers and Directors of the corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.
- (f) To designate committees consisting of one or more Directors, which to the extent permitted by law and authorized by resolution or Bylaws, shall have and may exercise the powers of the Board.

(g) To provide for the reasonable compensation of its own members by Bylaw, and to fix the terms and conditions upon which such compensation will be paid.

(h) In addition to the powers and authority hereinafter or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the corporation, subject nevertheless to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the Bylaws of the corporation.

#### ARTICLE X.

All other matters of management and control of the corporation, including but not limited to the setting of Directors' meetings and stockholders' meetings and the authority and duties of each of the Officers of the corporation, shall be determined by the Bylaws of this corporation and the laws of the State of Idaho.

#### ARTICLE XI.

These Articles may be amended in any respect conformable to the laws of the State of Idaho by a vote of two-thirds of the stockholders entitled to vote in a meeting of stockholders called for that purpose as prescribed by law.

EXECUTED IN DUPLICATE this 9 day of October, 1980.

  
\_\_\_\_\_  
THOMAS N. CARGILL

STATE OF IDAHO )  
County of Blaine ) ss.

On this 7 day of October, 1980, before me, a Notary Public in  
and for the said County and State, personally appeared THOMAS N.  
CARGILL, known to me to be the person whose name is subscribed to the  
foregoing Articles of Incorporation of T.N. CARGILL CORPORATION and  
acknowledged to me that he executed the same.

GIVEN UNDER MY HAND AND SEAL, the day and year in this certificate  
first above written.

NOTARY PUBLIC FOR IDAHO  
Residing at Ketchum  
Commission Expires