

# State of Idaho

## Department of State

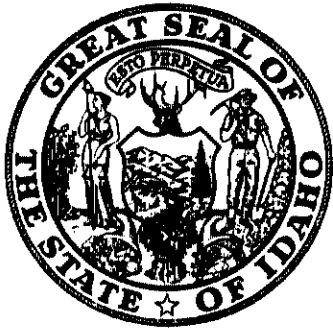
### CERTIFICATE OF INCORPORATION OF

JEROME HOLDING CO., INC.

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: December 29, 1992



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Valerie Taylor*

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## ARTICLES OF INCORPORATION

DEC 29 3 49 PM '92  
SECRETARY OF STATE

JEROME HOLDING CO., INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I. NAME**

The name of the Corporation is Jerome Holding Co., Inc.

## ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

### **ARTICLE III. PURPOSES**

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

#### ARTICLE IV. AUTHORIZED SHARES.

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 10,000 shares, of one class only. The capital stock has a par value of one dollar (\$1.00) per share.

## ARTICLE V. PREEMPTIVE RIGHTS

No shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

## ARTICLE VI. REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or

otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

#### ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

#### ARTICLE VIII. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 877 West Main, Suite 1000, Boise, ID 83702, and the name of its initial registered agent at that office is Nicholas G. Miller.

#### ARTICLE IX. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is one, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert Wayne Spears	15853 Olden Way Sylmar, CA 91342

#### ARTICLE X. LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) provided for under section 30-1-48 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. This Article X shall not eliminate or limit the liability of a director for any act or omission which occurred prior to the effective date of its adoption. Any repeal or modification of this Article X by the

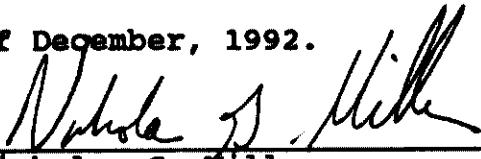
stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI. INCORPORATORS

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Nicholas G. Miller	P.O. Box 1617 Boise, Idaho 83701

DATED this 28th day of December, 1992.

  
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Nicholas G. Miller

Incorporator