

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

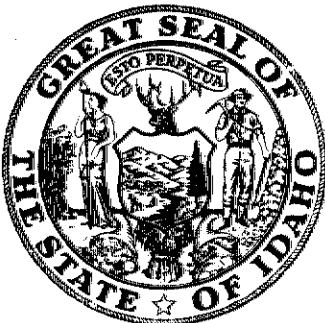
GEM 19, INC.

File number C 117773

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: January 8, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shannon Breier*

JAN 8 10 27 AM '97

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
STATE OF IDAHO

**OF**

**GEM 19, INC.**

The undersigned, acting as Incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is GEM 19, INC.

**SECOND:** The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

**THIRD:** The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The corporation shall have authority to issue one thousand (1,000) shares of stock, all of one class, \$100.00 par value.

**FIFTH:** Provisions denying preemptive rights are: NONE.

**SIXTH:** Provisions for the regulation of the internal affairs of the corporation are: NONE.

**SEVENTH:** The address of the initial registered office of the corporation is 1331 11th Avenue North Extension, Nampa, Idaho 83687, and the name of its initial registered agent at such address is DONALD W. SHEPHERD.

IDAHO SECRETARY OF STATE  
DATE 01/08/1997 0900 53279

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CK #: 842 CUST# 74442

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EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:


<u>NAME</u>	<u>ADDRESS</u>
Donald W. Shepherd	1331 11th Ave. No. Ext. Nampa, Idaho 83687
Carol Shepherd	1331 11th Ave. No. Ext. Nampa, Idaho 83687

NINTH: The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Donald W. Shepherd	1331 11th Ave. No. Ext. Nampa, Idaho 83687
Carol Shepherd	1331 11th Ave. No. Ext. Nampa, Idaho 83687

Dated this 8<sup>th</sup> day of January, 1997.

  
DONALD W. SHEPHERD

  
CAROL SHEPHERD  
Incorporators