

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

HAVENS BROTHERS, INC.

File number C 108019

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: October 17, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION  
OF

HAVENS BROTHERS, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and citizens of the United States of America, in order to form a corporation pursuant to the Business Corporation Act of Idaho, for the purposes hereinafter identified, hereby declare as follows:

FIRST:

The name of the corporation is HAVENS BROTHERS, INC.

SECOND:

The purpose for which said corporation is formed is to:

Engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 1025 Havens Road, Kendrick, Idaho 83537. The registered agent is Charles E. Havens.

FOURTH:

The total authorized number of shares is 100,000. The shares shall have no par value.

FIFTH:

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

1) Rayner George Havens, 3023 24th Street,  
Clarkston WA 99403  
Number of Shares: 50,000

2) Charles Eldon Havens, 2765 Grandview Drive,  
Clarkston WA 99403  
Number of Shares: 50,000

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts.

SEVENTH:

The Board of Directors shall consist of two (2) directors, namely:

Rayner George Havens, 3023 24th Street,  
Clarkston WA 99403  
Number of Shares: 50,000

Charles Eldon Havens, 2765 Grandview Drive,  
Clarkston WA 99403  
Number of Shares: 50,000

or such other number as shall be established by the Bylaws of the corporation. Any vacancies occurring in the office of any director may be filled by the remaining members of the Board.

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

There shall be no pre-emptive rights. There shall be no cumulative voting.

TENTH:

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and

1 liens without limit as to the amount upon the property and  
2 franchise of this corporation.

3 ELEVENTH:

4 This corporation shall indemnify any and all of its  
5 directors or officers or former directors or officers or any  
6 person who may have served at its request as a director or  
7 officer of another corporation in which it owns shares of capital  
8 stock or of which it is a creditor against expenses actually and  
9 necessarily incurred by them in connection with the defense of  
10 any action, suit or proceeding in which they, or any of them, are  
11 made parties, or a party, by reason of being or having been  
12 directors or officers or a director or officer of the  
13 corporation, or of such other corporation, except in relation to  
14 matters as to which any such director or officer or former  
15 director or officer or person shall be adjudged in such action,  
16 suit, or proceeding to be liable for negligence or misconduct in  
17 the performance of duty. Such indemnification shall not be  
18 deemed exclusive of any other rights to which those indemnified  
19 may be entitled, under any bylaw, agreement, vote of  
20 stockholders, or otherwise.

21 We, the undersigned, for the purposes of forming a  
22 corporation under the laws of the State of Idaho, do make, file  
23 and record this certificate and do hereby certify that the facts  
24 herein stated are true. We have accordingly set our respective  
25 hands and seals hereunto.

DATED this 13<sup>th</sup> day of October, 1994.

Rayner George Havens  
Rayner George Havens  
Incorporator

Charles Eldon Havens  
Charles Eldon Havens  
Incorporator

STATE OF WASHINGTON )  
County of Spokane ) ss.

On this 13<sup>th</sup> day of October, 1994, before me, the undersigned personally appeared RAYNER GEORGE HAVENS and CHARLES ELDON HAVENS, known or identified to me to be the persons whose names are subscribed to the within 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 first above written.

[Signature]  
NOTARY PUBLIC in and for the  
state of Washington, residing  
in the County of Spokane.

My commission expires: 12-97

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CONSENT TO SERVE AS REGISTERED AGENT

SWORN  
OF STATE

I, Charles E. Havens, hereby consent to serve as the registered agent in the State of Idaho for the following corporation: 854


HAVENS BROTHERS, INC.

I understand that as agent it will be my responsibility to receive service of process; to forward all mail; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address.


The registered office address is as follows:

1025 Havens Road  
Kendrick ID 83537

DATED this 13<sup>th</sup> day of October, 1994.

  
Charles E. Havens  
Registered Agent

SUBSCRIBED and SWORN to before me this 13<sup>th</sup> day of October, 1994.

  
NOTARY PUBLIC in and for the  
State of Washington, residing  
in the County of Benewah.

My commission expires: 12-97