

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

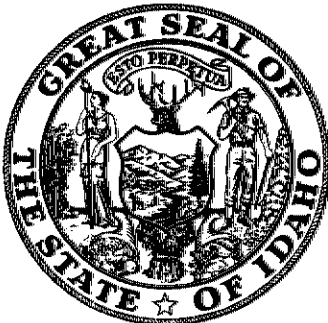
DOREA ENTERPRISES, INC.

File number C 115591

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: July 1, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Seibel*

ARTICLES OF INCORPORATION

OF

Dorea Enterprises, Inc.

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

ARTICLE I  
NAME

The name of the corporation is Dorea Enterprises, Inc.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
SHARES

The total number of shares of all classes of stock which the Corporation has authority to issue is 150,000 shares divided into 50,000 shares of Preferred Shares with no par value (hereinafter called the "Preferred Shares") and 100,000 shares of Common Shares with no par value (hereinafter called the "Common Shares").

The following is a description of each class of shares with the powers, preferences, and rights and the restrictions, qualifications, and limitations thereof:

1. The Board of Directors may, except as otherwise provided below, by resolution from time to time classify or reclassify and issue in one or more series any unissued shares of Preferred Shares and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund which may be provided for such shares of Preferred Shares.

IDAHO SECRETARY OF STATE  
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SECRETARY OF STATE  
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2. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, the holders of the Preferred Shares shall be entitled to receive \$1.10 in cash for each share thereof, together with an amount in cash equal to accrued and unpaid dividends thereon to the date of such payment, before any distribution of the assets of the Corporation shall be made to the holders of the Common Shares. After such payment shall have been made in full to the holders of the outstanding Preferred Shares or funds necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Preferred Stock so as to be and continue available therefor, the holders of the outstanding Preferred Shares shall be entitled to no further participation in such distribution of the assets of the Corporation and the remaining assets of the Corporation shall be divided and distributed among the holders of the Common Shares then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the Corporation distributable as aforesaid among the holders of the Preferred Shares shall be insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Shares. A consolidation or merger of the Corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock the Corporation of any class, shall not be regarded as a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this paragraph.

3. The holders of shares of Preferred Shares and the holders of shares of Common shares shall possess full voting rights and powers on all matters voted on by the shareholders of the Corporation (including the election of Directors), shall be entitled to notice of shareholders' meetings and shall vote together. Each holder of Common Shares shall be entitled to one vote for each share thereof held. Each holder of Preferred Shares shall be entitled to such voting rights as shall be fixed by the Board of Directors but in no event more than one vote for each share thereof held.

4. The holders of Preferred Shares shall be entitled to receive from the surplus or net profits arising from the business of the corporation a fixed yearly dividend of ten cents (\$0.10) per share, payable quarterly on April 1, July 1, October 1, and December 31 of each year, before any dividends shall be set apart or paid on the Common Shares. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred shares, such dividends shall be payable from future profits, and no dividends shall, at any time, be paid on the common shares, until the full amount of ten cents (\$0.10) per share per year up to that time on all of the preferred shares shall have been paid or set apart.

5. On or after October 1, 1996, the corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all, of the outstanding Preferred Shares of the corporation, on any dividend date or upon thirty (30) days' written notice to the holder or holders of the Preferred Shares to be purchased, redeemed, retired, or canceled, in such manner and amounts as the board of directors may determine by paying to the respective holders of the shares so retired, or by depositing to their order in the office of the corporation, a sum equal to one dollar and 10/100 (\$.10) per share of the shares so retired and canceled, together with all unpaid accumulated dividends thereon, if any. In case of such deposit written notice shall forthwith be given to the respective holders of the shares so retired or canceled, by mailing such notice to such holders at their last known address as shown by the corporate records.

6. Each holder of Preferred Shares may at any time or from time to time, in such holder's sole discretion and at such holder's option, convert any whole number of all of such holders Preferred Shares into full paid and nonassessable Common Shares at the rate of one (1) share of Common Shares for each one and one-half share (1 1/2) of Preferred Shares surrendered for conversion. Such conversion shall be made by notifying the directors in writing of the desire to convert said shares and the amount of said shares converted.

#### ARTICLE V PREEMPTIVE RIGHTS

There are no provisions denying preemptive rights.

#### ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 199 W. Bridge, Blackfoot, Idaho 83221, Idaho, and the name of its initial registered agent at such address is Garrett H. Sandow.

#### ARTICLE VII INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is four (4), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Linnea Chidester  
851 Henderson Drive

Blackfoot, ID 83221

Scott Chidester  
851 Henderson Drive  
Blackfoot, ID 83221

Doris Sandow  
852 Henderson Drive  
Blackfoot, ID 83221

Garrett H. Sandow  
852 Henderson Drive  
Blackfoot, ID 83221

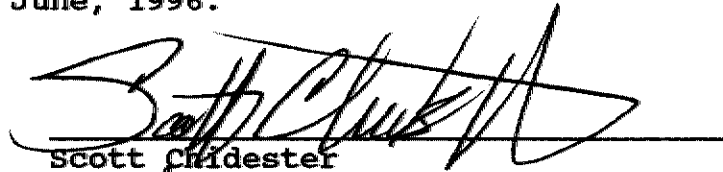
ARTICLE VIII  
INCORPORATORS

The name and address of each incorporator is:

Scott Chidester  
851 Henderson Drive  
Blackfoot, ID 83221

Garrett H. Sandow  
852 Henderson Drive  
Blackfoot, ID 83221

DATED this 26th day of June, 1996.



Scott Chidester



Garrett H. Sandow