



CERTIFICATE OF INCORPORATION  
OF

EMPCO COMPANY

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, 1987



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

EMPCO COMPANY  
A CLOSE CORPORATION

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FIRST: The name of this corporation is EMPCO Company.

SECOND: Its <sup>registered.</sup> office in the State of Idaho is to be located at 3929 Overland Road, Boise, Idaho, 83705, County of Ada. *Its registered agent is Dale G. Winston.*

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the Corporation Laws of Idaho. The duration of this corporation shall be perpetual.

FOURTH: The amount of total authorized capital stock of the corporation is divided into 3,000 shares of no-par value.

FIFTH: The name and mailing address of the incorporator is as follows:  
Dale G. Winston 3992 Riva Ridge Way, Boise, Idaho 83709.

SIXTH: The powers of the incorporator are to terminate upon filing of the articles of incorporation, and the names and mailing addresses of persons who are to serve as officers and managers until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Dale G. Winston	3992 Riva Ridge Way, Boise, ID 83709
Betty V. Winston	3992 Riva Ridge Way, Boise, ID 83709
Richard McDonald	3524 8th St. E., Lewiston, ID 83501
Kay McDonald	3524 8th St. E., Lewiston, ID 83501

SEVENTH: All of the corporation's stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock shall be subject to the following restrictions on transfer permitted by Section 30-1-23A of the Corporation Laws of Idaho:

Each stockholder shall offer to the corporation or to any other holders of shares of the corporation a six month "first refusal" option to purchase his stock should he elect to sale.

The corporation or any holder of shares of the corporation or any other person or any combination of the foregoing, are obligated to purchase the shares which are or which become the subject of any agreement respecting the purchase and sale of the restricted shares.

The corporation or holders of shares of the corporation must consent to any proposed transfer of the restricted shares or to approve the proposed transferee of the restricted shares.

Restricted shares of the corporation shall not be transferred upon death of a holder of shares to any person or persons without consent of the corporation and all holders of shares of the corporation; however, the corporation or the remaining stockholders of the corporation are obligated to purchase the shares within a reasonable time limit or obtain a buyer for such shares within a reasonable time limit.

Shares of the corporation may not be transferred if such transfer would negate the corporation's status as an electing small business corporation under Subchapter S of the United States Internal Revenue Code.

NINTH: The corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time; however, stock may be sold or issued from time to time upon unanimous consent for the sale or issuance of the stock and approval of the consideration to be given for the stock of all stockholders of record. Any new stock issued shall be subject to the restrictions listed in paragraph eight.

TENTH: The business of the corporation shall be managed by the stockholders and thus have the powers and responsibilities that directors normally have.

ELEVENTH: Within the parameters allowed by the restrictions set forth in the preceding paragraphs, the stockholders shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the corporation.

With the consent in writing, and pursuant to a vote of a majority of the holders of the capital stock issued and outstanding, the stockholders shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The stockholders shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Idaho, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the laws of Idaho.

It is the intention that the objects, purposes, and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this article of incorporation, but that the objects, purposes, and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this Article and do certify the the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT: June 30, 1987  
State of Idaho  
County of Ada

Dale G. Winston  
Dale G. Winston