

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

TBC MANAGEMENT CO.

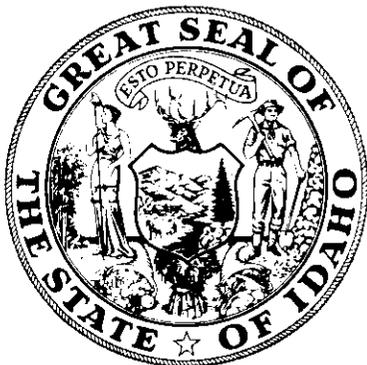
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TBC MANAGEMENT CO.

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 9, 1982.



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Miriam J. Artach*

ARTICLES OF INCORPORATION

OF

TBC MANAGEMENT CO.

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The undersigned natural persons, each being more than twenty-one years of age, hereby establish a corporation pursuant to the Idaho Business Corporation Act, as amended (the "Act"); and adopt the following articles of incorporation:

FIRST: The name of the corporation is TBC Management Co.

SECOND: The corporation shall have perpetual existence.

THIRD: (a) The corporation is organized for the following purposes:

(i) To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

(ii) To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, individual, or trust for the management, conduct, operation and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and

carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

(iii) To transact any and all lawful business for which corporations may be incorporated under the Act.

(b) The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the Act and may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: (a) The aggregate number of shares that the corporation shall have authority to issue is 50,000 shares of common stock, each having a par value of \$1.00.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall be allowed in the election of directors or for any other purpose.

(c) At all meetings of shareholders, one-third of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present, the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number is required by the Act.

(d) No shareholder of the corporation shall have any pre-emptive or similar right to acquire or subscribe for any additional unissued or treasury shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(e) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of either stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as limited by the bylaws of the corporation from time to time in effect.

SIXTH: The address of the initial registered office of the corporation is 220 East Avenue, Box 538, Ketchum, Idaho. The name of its initial registered agent at such address is Thomas B. Campion.

