

# State of Idaho

## Department of State

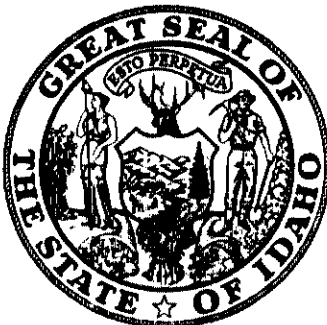
### CERTIFICATE OF INCORPORATION OF

PARDNERS, INC.

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 18, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Reiner*

ARTICLES OF INCORPORATION  
OF  
PARDNERS, INC.

RECEIVED  
SEC. OF STATE  
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ARTICLE I  
NAME

The name of this corporation is PARDNERS, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSES

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

ARTICLE IV  
CAPITALIZATION

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is 250,000. All of such shares shall have no par value.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The location in the State of Idaho where the registered office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Rand L. Peebles, 319 Walnut Avenue, Post Office Box 297, Ketchum, Idaho 83340.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two directors whose names and addressess are as follows:

NAME  
WAYNE LEE BADOVINUS

ADDRESS  
Post Office Box 4913  
Ketchum, Idaho 83340

RONALD BRUCE COVIN

Post Office Box 483  
Ketchum, Idaho 83340

The members of the intital board of directors shall serve as directors until the first annual meeting of shareholders or until their successors are qualified and elected.

The number of directors may be increased or decreased from time to time by amendment to the Bylaws.

The directors of the corporation are released from personal liability to the corporation or its shareholders to the extent provided in Idaho Code Section 30-1-54(2).

ARTICLES VII  
INCORPORATOR

The incorporators and their addresses are as follows:

NAME  
WAYNE LEE BADOVINUS

ADDRESS  
Post Office Box 4913  
Ketchum, Idaho 83340

RONALD BRUCE COVIN

Post Office Box 483  
Ketchum, Idaho 83340

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this \_\_\_\_\_ day of October, 1993.

  
\_\_\_\_\_  
WAYNE LEE BADOVINUS  
Incorporator

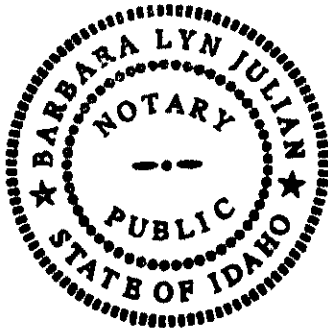
  
\_\_\_\_\_  
RONALD BRUCE COVIN  
Incorporator

STATE OF IDAHO,  
County of Blaine.

)  
) ss.  
)

On this 15<sup>th</sup> day of October, 1993, before me, the undersigned, a Notary Public in and for said county and state, personally appeared WAYNE LEE BADOVINUS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



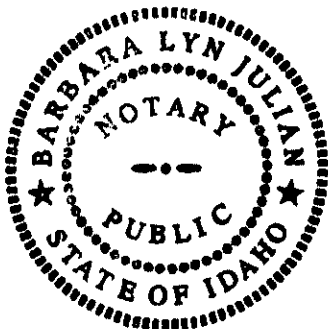
Barbara Lyn Julian  
Notary Public for Idaho  
Residing at Hailey  
Commission expires 2.23.99

STATE OF IDAHO,  
County of Blaine.

)  
) ss.  
)

On this 15<sup>th</sup> day of October, 1993, before me, the undersigned, a Notary Public in and for said county and state, personally appeared RONALD BRUCE COVIN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.



Barbara Lyn Julian  
Notary Public for Idaho  
Residing at Hailey  
Commission expires 2.23.99