

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

### SCENIC INVESTMENTS, INCORPORATED

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: April 13, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Siebel*

ARTICLES OF INCORPORATION RECEIVED  
OF  
SCENIC INVESTMENTS, INCORPORATED OF STATE

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Pursuant to Title 30 of the Idaho Code, the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME OF CORPORATION

The name of the Corporation is "SCENIC INVESTMENTS, INCORPORATED".

ARTICLE II  
DURATION

This Corporation shall have a perpetual existence.

ARTICLE III

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

ARTICLES IV

The number of shares which the Corporation shall have authority to issue, itemize by class, par value of shares, shares without par value, and series, if any, within a class are as follows:

<u>Class Series</u>	<u>Number of Shares</u>	<u>Par Value Per Share, if any</u>
Common Stock	10,000	Shares have no par value

Each share outstanding shall be entitled to one vote on all matters submitted to a vote at any meeting of the shareholders.

The Board of Directors shall have the power, from time to time, to fix the consideration to be received for all shares without par value.

ARTICLE V  
STOCKHOLDERS

The stockholders of the corporation shall have the power to include in the bylaws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the

proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock.

No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose.

In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 19800 Cape Horn Road, Athol, Idaho, 83801, and the name of its initial registered agent at such address is Edward D. Carlin.

#### **ARTICLE VII FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January, and end on the thirty-first day of December in each year.

#### **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is:

Thomas B. Amberson  
Chenoweth and Whitehead  
206 Indiana Avenue, Suite 113  
P.O. Box 1319  
Coeur d'Alene, Idaho 83816-1319

**ARTICLE X  
BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two and the names and addresses of the persons who are to serve as the initial Directors are:

Edward D. Carlin, 19800 Cape Horn Road, Athol, Idaho 83801

Carole D. Carlin, 19800 Cape Horn Road, Athol, Idaho 83801

The corporation may, after formation, choose to have a larger number of Directors. There shall be no less than two Directors nor more than nine. A majority of the directors constitutes a quorum.

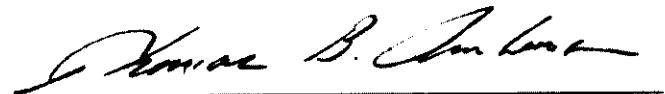
**ARTICLE XI  
BYLAWS**

This corporation shall be governed by a duly adopted code of By-laws, which By-laws shall not be inconsistent with the provisions of the laws of the State of Idaho of the Certificate of Incorporation. At any shareholders' meeting a majority of the outstanding shares of this corporation is required to amend these By-laws.

**ARTICLE XII  
RIGHT OF AMENDMENT**

These Articles of Incorporation may be amended by the shareholders by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefor.

DATED this 31st day of March, 1994.



Thomas B. Amberson, Incorporator

STATE OF IDAHO                    )  
                                      ) ss.  
County of Kootenai            )

On this 31<sup>st</sup> day of March, 1994, before me, the undersigned Notary Public in and for the said State, personally appeared THOMAS B. AMBERSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Michelle L Howard  
Notary Public for Idaho  
Residing at: Cataldo  
Commission Expires: 8-15-94