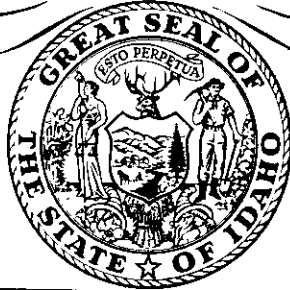


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### AMELIA CORPORATION

was filed in the office of the Secretary of State on the **Fifth** day of **June** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **124** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

**perpetual existence** from the date hereof, with its registered office in this State located at

**Nampa**

in the County of

**Canyon.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **June**, A.D., 19 **63**.

Secretary of State.

# ARTICLES OF INCORPORATION

OF

## AMELIA CORPORATION

We, the undersigned, hereby mutually agree to unite and associate ourselves as a corporation; that we are all natural persons of full age, at least two-thirds of whom are citizens of the United States, and for such purpose, we hereby make, execute, and adopt the following Articles of Incorporation:

### ARTICLE I.

The name of this corporation shall be the AMELIA CORPORATION.

### ARTICLE II.

The period of existence and the duration of the life of this corporation shall be perpetual.

### ARTICLE III.

The principal office and place of business of this corporation shall be 1210 Seventh Street South, Nampa, Canyon County, Idaho.

### ARTICLE IV.

The seal of this corporation shall be circular in form, containing the name of the corporation, "AMELIA CORPORATION".

### ARTICLE V.

The object of this corporation and purposes of this corporation shall be to carry on the business of engaging in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho.

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue notes, bonds, debentures, or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; and provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To receive, purchase, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, any bonds, securities, warrants or evidence of indebtedness created by any other corporation or corporations, either public or private, organized under the laws of this State or any other state, county, nation or government, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote any such stock.

To have one or more offices to carry on all or any of its operations and business, and, without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, improve, lease, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business, or transaction in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws thereof, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE VI.

The business and prudential affairs of this corporation shall be managed and controlled by a board of three (3) directors, to be elected annually at the annual meeting of the stockholders.

#### ARTICLE VII.

The names and residences of the persons who have been selected as the Board of Directors to manage the business and prudential affairs of this corporation for the first year, are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
<u>Ralph Panoorot</u>	<u>Portland, Oregon</u>
<u>J. R. Farber</u>	<u>624 12th Ave So Nampa, Idaho</u>
<u>Andy Anderson</u>	<u>Nampa, Idaho</u>

#### ARTICLE VIII.

The annual meeting of the stockholders for the election of directors and for the transaction of other business shall be held at the office of the corporation on the second Monday in July, 1963, and on the second Monday in July each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such manner and form as may be provided by the By-Laws.

#### ARTICLE IX.

In all elections for directors, each stockholders shall be entitled to one vote for each share of stock owned by him for each director. In all elections for directors, each stockholder shall have the right to vote the number of shares of stock held by him for as many persons as there are directors to be elected. On all matters involving corporate acts transacted in stockholder's meeting, any stockholder may demand a vote according to the ownership of stock.

#### ARTICLE X.

The amount of the authorized capital stock of this corporation shall be FIVE THOUSAND DOLLARS (\$5,000.00) divided into FIFTY (50) shares of the par value of ONE HUNDRED DOLLARS (\$100.00) each, all stock to be fully paid for prior to issue and non-assessable.

#### ARTICLE XI.

Any stockholder desiring to dispose of or sell said stockholder's stock of this corporation shall first offer, by a sixty day written

notice of intention to sell, dispose of, or transfer said stock, to the corporation by serving such notice upon the Secretary of the corporation, giving the corporation and its remaining stockholders the preferential right of purchasing said stock at the price which the stockholder proposes to sell his stock so stated in the notice; the By-Laws shall provide such regulations as may be necessary to properly carry out these provisions.

#### ARTICLE XII.

Subject always to By-Laws made by the stockholders, the Board of Directors may make By-Laws, and, from time to time, may alter, amend or repeal any By-Laws; but any By-Laws made by the Board of Directors may be altered or repealed by the stockholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the stockholders be included in the notice of special meeting to the stockholders.

#### ARTICLE XIII.

Immediately upon the election of directors and the adjourning of the stockholder's meeting, or as soon thereafter as convenient, the Directors so elected shall meet and organize by electing one of their number President, and one of their number Vice-President, and by electing from their number or from the stockholders, a Secretary and Treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the By-Laws or by the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.

#### ARTICLE XIV.

The amount of said capital stock that has been actually subscribed for is six shares, or \$ 600.00,

and the following are the names of the persons by whom the same has been subscribed, and the amount subscribed by each, to-wit:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
<u>Ralph Panhorst</u>	<u>1</u>	<u>\$ 100.00</u>
<u>J. R. Farber</u>	<u>1</u>	<u>\$ 100.00</u>
<u>Andy Anderson</u>	<u>1</u>	<u>\$ 100.00</u>
<u>Norman Anderson</u>	<u>1</u>	<u>\$ 100.00</u>
<u>Earl E. Reed</u>	<u>1</u>	<u>\$ 100.00</u>
<u>Eldon J. Yorganson</u>	<u>1</u>	<u>\$ 100.00</u>

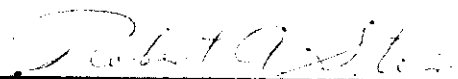
IN WITNESS WHEREOF, We have hereunto set our hands and seals,  
this 3rd day of June, 1963.

J. R. Farber MD (SEAL)  
Earl E. Reed (SEAL)  
Eldon J. Yorganson (SEAL)  
\_\_\_\_ (SEAL)  
\_\_\_\_ (SEAL)  
\_\_\_\_ (SEAL)

STATE OF IDAHO       )  
                              : ss.  
County of Canyon    )

On this 3rd day of June, 1963, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
J. B. Farber, Earl E. Reed, and Eldon J. Yorganson,  
known to me to be the persons whose names are subscribed to the  
within instrument and acknowledged to me that they executed the same.

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

  
\_\_\_\_\_  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

STATE OF OREGON       )  
                              : ss,  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of June, 1963, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
\_\_\_\_\_,  
\_\_\_\_\_,  
known to me to be the persons whose names are subscribed to the within  
instrument and acknowledged to me that they executed the same.

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

\_\_\_\_\_  
Notary Public for Oregon,  
Residing at \_\_\_\_\_, Oregon.