



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**KING QUALITY ENTERPRISES, 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: September 18, 1991



*Pete T. Cenarrusa*  
SECRETARY OF STATE

by: *Elizabeth Habala*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION

of

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KING QUALITY ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporations Act, pursuant to provisions of the Idaho Code, Title 30, Chapter 1, as amended; make, subscribe, acknowledge, file and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is KING QUALITY ENTERPRISES, INC.

ARTICLE II

The principal office or place of business of the Corporation and its registered office in the State of Idaho shall be located at 11425 West Greenhurst, Nampa, Canyon County, Idaho 83686. The name of the resident agent of the Corporation at such address is Earl Michie King.

Other offices may be established, business transacted, Corporate books kept and meetings of stockholders and directors held at such places within or outside the State of Idaho as the Bylaws of the Corporation shall provide.

The duration of the Corporation is to be perpetual.

ARTICLE III

The general nature of the business or objects or purposes

of the Corporation to be transacted, promoted, or carried on by the Corporation are as follows:

1. To buy, lease, own and use real and personal property; to sell, mortgage, lease, restore, etc., corporate personal and real property.

2. To buy, sell, rent, and otherwise deal with ownership interests in or obligations of other entities.

3. To make contracts, guarantees, incur liabilities, borrow money, issue and secure obligations, participate in partnership and joint ventures, do business within or outside the state of incorporation, or otherwise perform and conduct all such acts and things what so ever necessary to accomplish the lawful business of the Corporation. At no time shall the corporation provide banking or insurance services or hold itself out as providing such services.

It is expressly provided that the enumeration of the foregoing purposes and objects of the said Corporation shall not be construed to limit or restrict the general powers of the Corporation to conduct all lawful business necessary to its purpose, as provided by the laws of the State of Idaho, or for doing any lawful act furthering corporate objectives.

The Corporation may register and conduct business under various fictitious names prefixed with "King Quality."

#### ARTICLE IV

The capital of the corporation shall be the total amount contributed by the stockholder(s). Each stockholder will receive

a certificate stating the number of shares issued to the holder. Each stockholder shall be entitled to one vote for each share issued to him/her. The total aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1000) and they shall be no par stock.

#### ARTICLE V

There shall be only one class of stock, and it shall be voting common stock. The shares of stock shall not be issued until payment in full in cash, property, services or any other valuable right or thing for the use and purposes of the Corporation has been received.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent what so ever.

#### ARTICLE VI

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years old. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number of directors shall be two (2). None of the directors needs to be a stockholder of the Corporation or a resident of the State of Idaho.

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

EARL M. KING

11425 W. Greenhurst  
Nampa, Idaho 83686

LOIS J. KING

11425 W. Greenhurst  
Nampa, Idaho 83686

Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide. The directors shall elect a President, and a Secretary/Treasurer and may elect a Vice-President. Any person may hold any combination of offices.

A meeting of shareholders will be held, either inside or outside the state of incorporation, at least once a year. A meeting of directors will be held, either inside or outside the state of incorporation, at least once a year. Stockholder/Board of Directors meetings may be held jointly. Meetings may be held by conference telephone call as well as in person. Any action that could be taken by shareholders' or directors' meeting can be taken without a meeting on the unanimous consent of all persons qualified to vote.

#### ARTICLE VII

The Corporation shall have the authority in accordance with Idaho State Law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party, by reason of being or having been a director or officer of the Corporation, or

of such other corporation, whether or not he/she continues to be a director or officer at the time of incurring such expense, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in such performance of his/her duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits or proceedings brought against any such director, officer or person. Where ever in this section a director or officer is referred to, such reference shall include his executors and administrators.

#### ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by law and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XI

The name and place of residence of the incorporator is as follows:

EARL MICHIE KING

11425 W. Greenhurst  
Nampa, Idaho 83686

#### ARTICLE X

The time of the commencement of this Corporation shall

be the day these Articles of Incorporation are filed in accordance with law, and the Corporation shall thereafter have and enjoy perpetual existence as now provided by law.


IN WITNESS WHEREOF, I hereto affix my signature, this\_ day of September, 1991.

  
Earl Michie King

STATE OF IDAHO )  
County of *Canyon* ) ss.

Before me, the undersigned, a Notary Public in and for said State, personally appeared EARL MICHIE KING, 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 in this certificate first above written.

  
Notary Public for Idaho  
Residing at: *Nampa, Idaho*