

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

NUVEIDA, INC.

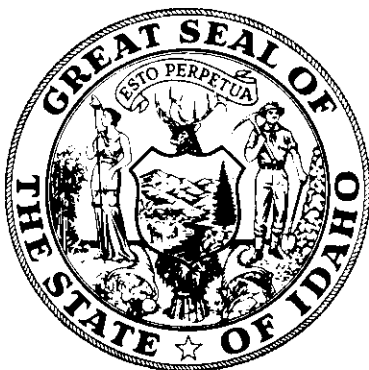
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NUVEIDA, INC.,

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, 1984.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

NUVEIDA, INC.

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is NUVEIDA, INC.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

1. To acquire assets and operate and develop commercial business endeavors for profit.

2. To engage in any lawful act or activity for which corporations may be organized under the law of the State of Idaho.

3. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law.

1 4. Without limiting or enlarging the grant of authority
2 contained in paragraph 3 of Article III, it is hereby provided
3 that such corporation shall have authority:

4 a. To sue and be sued, appear, complain and
5 defend in any court of law or equity, or before any
6 board, commission or tribunal;

7 b. To have and use a corporate seal which may be
8 altered at pleasure;

9 c. To receive, acquire, hold, purchase, dispose
10 of, convey, mortgage and/or lease, real and personal
11 property; to dispose of, sell, lease, assign, transfer,
12 mortgage and/or convey any rights, privileges, franchises,
13 real or personal property of the corporation, other
14 than its franchise of being a corporation, and to
15 purchase, guaranty, take, receive, subscribe for or
16 otherwise acquire, own, hold, vote, use, employ, sell,
17 mortgage, lend, pledge, or otherwise dispose of, and
18 otherwise use and deal in and with, shares or other
19 interests in, or obligations of other domestic or
20 foreign corporation, associations, partnerships or
21 individuals, or direct or indirect obligations of the
22 United States, or of any other government, state,
23 territory, governmental district or municipality or of
24 any instrumentality thereof;

25 d. To appoint such officers, employees and
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1 agents as the business of the corporation may require
2 and to allow them compensation;

3 e. To make by-laws not inconsistent with any
4 existing law for the management of its business and
5 property, the regulation and conduct of its affairs,
6 and the certification and transfer of its stock.

7 f. To issue non-assessable shares and admit
8 shareholders.

9 g. To wind up and dissolve itself, or to be
10 wound up and dissolved in the manner provided by law.

11 h. To enter into contracts or obligations of any
12 type or kind essential, necessary or proper to the
13 transaction of its ordinary affairs, or for the purposes
14 of the corporation;

15 i. To conduct business in this state, other
16 states, District of Columbia, territories and colonies
17 of the United States and in foreign countries, and to
18 have one or more offices and places of business out of
19 this state, and to acquire, receive, hold, purchase,
20 lease, mortgage, dispose of and/or convey real and
21 personal property situate out of this state, provided
22 such powers are included within the objects set forth
23 in its articles of incorporation;

24 j. To do all acts permitted by the law of the
25 State of Idaho, and all such other acts as are necessary
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1 and expedient to accomplish its stated purposes except
2 as limited by the laws of the State of Idaho.

3 k. To be a promoter, partner, member, associate
4 or manager of other business enterprises or ventures,
5 or to the extent permitted in any other jurisdiction to
6 be an incorporator of other corporations of any type or
7 kind.

8 5. The foregoing clauses shall be construed both as
9 Purposes and Powers, and it is hereby expressly provided
10 that the foregoing enumeration of specific powers shall not
11 be held to limit or restrict in any manner the powers of the
12 Corporation.

13 ARTICLE IV

14 THE LOCATION AND POST OFFICE ADDRESS 15 OF ITS REGISTERED OFFICE IN THE STATE OF IDAHO

16 The location of the Corporation registered office is
17 200 E. Park Street, McCall, Idaho.

18 The post office address of the Corporation is P. O.
19 Box A. O., McCall, Idaho 83638.

20 The name of the Registered Agent at such address is
21 KILLEN & PITTENGER, P.A.

22 ARTICLE V

23 DATA RESPECTING SHARES

24 The aggregate number of shares which the corporation
25 shall have authority to issue is 1,000,000 shares of common
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1 stock at \$1.00 par value per share. Such shares are the
2 only class authorized. Transfer of all such shares are
3 subject to such restrictions as are set forth in detail in
4 the By-Laws of the Corporation; also, a synopsis of such
5 restrictions shall be set forth on the obverse side of all
6 share certificates when and as they are issued.

7 ARTICLE VI

8 DATA RESPECTING INCORPORATORS

9 The name and address of the initial incorporator of the
10 Corporation is as follows:

11 <u>Name</u>	12 <u>Address</u>
13 Fred W. Meyer	6330 Napa Avenue Alta Loma, California 91201

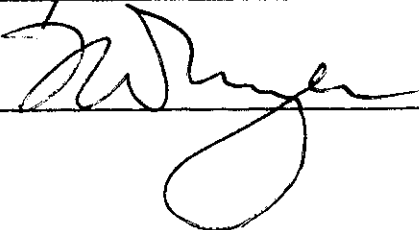
14 ARTICLE VII

15 DATA RESPECTING INITIAL DIRECTORS

16 The name and post office address of the initial
17 director named by the incorporators to serve until the
18 first annual meeting of shareholders or until their successors
19 are elected and shall qualify is:

20 <u>Name</u>	21 <u>Address</u>
22 Fred W. Meyer	6330 Napa Avenue Alta Loma, California 91207

23 EXECUTED this 4TH day of April, 1984.

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