

# Department of State

CERTIFICATE OF INCORPORATION OF

> SERVICE PRESS, INC. File number C 109978

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: March 28, 1995



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SECRETARY OF STATE

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#### ARTICLE I

That the name of the corporation shall be: Service Press, Inc.

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## ARTICLE II

That the term of the existence of this corporation shall be perpetual.

#### **ARTICLE III**

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise to do in the State of Idaho and any other state, territory or country, and every of the things herein set forth to the same extent as natural persons might such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law, in furtherance and not in limitation to the general powers conferred by the laws of the State of Idaho, and we do hereby expressly provide that the corporation shall have power:

Α. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell. assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description

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B. Capacity to Act. To have the capacity to act possessed by natural persons. To carry on its business within or without the State of Idaho and in foreign countries.

C. To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

D. To Act as Agent. To act in the State of Idaho and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual association, corporation, or other legal entity, respecting any business.

E. To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

F. To deal in personal property, generally. To acquire (by purchase, exchange, lease, hire or otherwise) hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose, of, either alone or in conjunction with others, personal property and · commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

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G. To Deal in Charters, Licenses and Memberships. To acquire, (by application, assignment, purchase, exchange, lease, hire, or otherwise). Hold, own, use, license, lease, sell, convey or mortgage, either along or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or

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otherwise, certificates of convenience and necessity, certificates of authority, memberships, and other authorizations.

H. To Deal in Good Will. To acquire (by purchase, exchange, lease, hire, or otherwise). hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business.

I. To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business.

J. To Make Contract. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

K. To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any individual, partnership, association, corporation, or other entity.

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L. To Borrow Funds. Be borrow or raise moneys for any of the purpose of the Corporation, and, from time to time, without limit as to an amount, to execute, accept, endorse and deliver, as evidence of such borrowing all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bulls of exchange, warrants, bonds debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or

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assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

M. Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

N. To enter into contracts with persons, firms or corporations to sell the stock of this corporations to sell the stock of this Corporation upon such terms and conditions as may be permitted by resolution of the Board of Directors of this Corporation.

O. To exercise all the rights, power, and authority permitted under the Blue Sky Law of the State of Idaho, being Chapter 18, Title 26, Idaho Code.

P. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connect with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

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#### ARTICLE IV

Registered Office - - Location - - Registered Agent

The address of the registered office of the Corporation is 10605 Dason Court, Boise, Ada County, Idaho. The registered agent is Christine Wilson.

#### ARTICLE V

Authorized Shares ----- Stock Non-assessable ----- Voting Power ----- Dividends

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Section 1. Authorized shares. The total authorized capital stock of the Corporation shall be divided into

Section 1. Authorized shares. The total authorized capital stock of the Corporation shall be divided into ten (10) shares of common stock with ten cent par value.

Section 2. Stock Non-assessable. The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 4. Dividends. The holders of the capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved earned surplus of the Corporation, as defined in the Idaho Business Corporations Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. From time to time the capitalization of this corporation may be increased or decreased as provided by law and if the capitalization is increased such amendment may provide for different classes of stock with voting or dividend rights or privileges as may be provided in such amendment.

#### ARTICLE VI

Provisions for Regulation of the Internal Affairs of the Corporation..

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, within or without the State of Idaho, as may be provided in the Code of By -Laws. In the absence of any such provisions, all meetings hall be held at the registered office of the Corporation.

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Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its' Board of Directors. The power to alter, amend or repeal the code of By-Laws, or to adopt a new Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

## ARTICLE VII

#### Directors

Section 1. Initial Board of Directors. The initial Board of Directors, shall consist of two members who need not be residents of the State of Idaho, and must be shareholders of the Corporation.

Section 2. Increase or decrease of Directors. The number of directors shall be not less than two nor more than three which number may be increased or decreased from time to time by amendment of the By-Laws: by no decrease shall have the effect of shortening the term of any incumbent director. In case any increase number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stock holders and until their successors are elected and qualified.

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#### ARTICLES VIII

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the Corporation, and no act of the Corporation shall in any way be affected or invalidated by the ARTICLES OF INCORPORATION, page 5 fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation: and Director individually, or nay firm or which a Director may be a member, any be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that she/ he or such firm is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if she/he were not such Director or office of such other corporation or not so interested.

# ARTICLE IX

The names and residence address of the incorporators and initial directors number of directors are as follows:

Christine Wilson

10605 Dason Court, Boise, ID 83713

Darrell I. Wilson

10605 Dason Court, Boise, ID 83713

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Christine Wilson, President

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Darrell Wilson

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