

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

T.D. LEASING, INC.

File number C 108959

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: January 9, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

JAN 9 4 46 PM '95  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
of  
T.D. LEASING, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is T.D. Leasing, Inc.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes:

1. To lease equipment.
2. In general, to carry on any other business in connection with the foregoing, whether consulting or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
3. To transact any or all lawful business.
4. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.
5. The above and foregoing business purposes enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the business purposes above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Idaho, and shall enjoy the privileges and immunities pertaining to corporations under the laws of the State of Idaho.

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**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 5,000 shares of no-par value common stock, which shall be designated "Common Shares."

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than two (2). The following initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

NAME	ADDRESS
Paul E. Levy	877 West Main, Ste 700 Boise, ID 83702
John M. Sues	877 West Main, Ste 700 Boise, ID 83702

**ARTICLE VI  
REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE**

1. The Registered Agent is:  
Paul E. Levy
2. The address of the Registered Office is:  
877 W. Main, Ste 700, Boise, ID 83702

3. The Incorporators are:

NAME	ADDRESS
Paul E. Levy	877 West Main, Ste 700 Boise, ID 83702
John M. Sues	877 West Main, Ste 700 Boise, ID 83702

#### **ARTICLE VII BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

#### **ARTICLE VIII LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

#### **ARTICLE IX AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

#### **ARTICLE X AUTHORITY**

Each incorporator and director shall have authority to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5<sup>th</sup> day of January, 1995.

STATE OF SD )  
COUNTY OF Ada ) ss.

Paul L  
John M. Sear

BEFORE ME, a Notary Public in and for said county and state, personally appeared Paul Elery, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 5<sup>th</sup> day of January, 1995.

C.D. Brown  
Notary Public  
My Commission Expires: 2/22/98