

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

S & S PLASTICS, INC.
File number C 115225

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: June 4, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
S & S PLASTICS, INC.

IDAHO SECRETARY OF STATE
DATE 06/03/1996 0900 66994
CUST# 2009
CORP 100.00= 100.00

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned,
WILLIAM J. SPICKELMIRE and BETTY SPICKELMIRE, each being of natural
age and acting as incorporators of the above named corporation
under the Idaho Business Corporation Act, adopt the following
Articles of Incorporation for such corporation:

I.

The name of this corporation shall be S & S PLASTICS, INC.

II.

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

III.

The location of the registered office of this corporation
shall be 724 South "C" Street, Grangeville, Idaho County, State of
Idaho, and the address of the registered office of the corporation
shall be the same.

IV.

The nature of the business and the objectives and purposes to
be transacted, promoted and carried out are to do any or all things
herein mentioned as fully and to the same extent as natural persons
might or could do, in any part of the world, viz:

To design, produce, make, manufacture, lease and sell all
kinds and types of plastic and other types of molds for all types
and kinds of agricultural, mercantile and industrial products, to
invent and if desired, to obtain patents for the molds, plastics

1 and products; to market, lease or sell said molds and products
2 anywhere in the United States and the world;

3 Thank, in furtherance of the above, to buy, build or lease
4 property, both real and personal, to house manufacturing plants and
5 distribution outlets; to give, lease or sell franchises, to produce
6 said molds in the United States and elsewhere in the world.

7 To do any and all things to advance and foster the above
8 business, industry advertising, promoting and producing the molds
9 and products, including, but not limited to the publication and
10 distribution of written and oral material over television, radio
11 and printed dissemination.

12 To purchase real estate, land, interest in land, interest in
13 buildings or improvements located upon land, timber and growing
14 crops of every kind and description and to acquire such real estate
15 by purchase or trade and to carry on the business of brokers,
16 dealers and/or financial agents and all transactions relating to
17 the sale, transfer or exchange of every kind and description of
18 real estate land or anything affixed or a part thereof, including
19 lumber, timber, or any type of forest products and to subdivide,
20 sell, apportion and develop for the purpose of resale and the
21 building of residential or recreational property of any kind and
22 description and to do and carry on all other transactions and
23 negotiations in any way by cash sales, installment sales, or any
24 other method whether on commission or otherwise relating to such
25 business and to further carry on the business of lumber and timber
26 brokers in all branches of the industry related thereto.

27 To do a general business as commission merchants, buying and
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1 selling agents, and factor in the manner and to the same extent as
2 natural persons could do; to buy, sell, and otherwise deal in any
3 land, real estate, timber, lumber or any forest products, build-
4 ings, improvements, lots, subdivisions, or similar or related thing
5 within and without the United States.

6 To make and enter into all kinds of contracts, agreements and
7 obligations by or with any person or persons, corporation or
8 corporations, partnership or any business entity for the purchas-
9 ing, acquiring, holding and selling or otherwise disposing of,
10 either as principal or agent, upon commission or otherwise, all
11 land, real estate, lots, subdivisions, improvements, buildings,
12 timber, lumber and related forest products within or without the
13 United States;

14 To carry on and undertake any business, undertaking, transac-
15 tion or operation commonly carried on or undertaken by merchants,
16 commission men, factors, importers, manufacturers, agents and
17 exporters, and in the course of such business to draw, accept,
18 endorse, acquire and sell all or any negotiable or transferable
19 instruments and securities.

20 To act as agent or representative of owners or other persons
21 or corporations having or claiming to have any interest in land,
22 real estate, lots, subdivisions, improvements, buildings, timber,
23 lumber or related forest products.

24 To enter into, make and perform and carry out contracts of
25 every sort and kind with any person, firm, association or corpora-
26 tion, municipality, body public, country, territory, district,
27 state and government.

1 To purchase, hold, sell, assign, transfer, mortgage, pledge or
2 otherwise dispose of shares of the capital stock of, or any bonds,
3 securities or evidences of indebtedness created by, any other
4 corporation or corporations organized under the laws of this state
5 or any other state, country, nation or government, and while the
6 owner thereof, to exercise all the rights, powers and privileges of
7 ownership.

8 To apply for, secure, acquire by assignment, transfer,
9 purchase or otherwise, and to exercise, carry out and enjoy any
10 charter, license, power, authority, franchise, concessions, rights,
11 or privileges, which any government or authority or any corporation
12 or other public body may be empowered to grant; and to pay for, aid
13 in and contribute toward carrying the same into effect, and to
14 appropriate any of the corporation's shares of stocks, bonds and
15 assets to defray the necessary costs, charges and expenses thereof.

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

21 To draw, make, accept, endorse, discount, execute and issue
22 promissory notes, bills of exchange and other negotiable or
23 transferable instruments.

24 In the purchase or acquisition of property, business, rights,
25 or franchises, or for additional working capital, or any other
26 object in or about its business or affairs, and without limit as to
27 amount, incur debts and to raise, borrow and secure the payment of
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1 money in any lawful manner, including the issue and sale or other
2 disposition of bonds, debentures, obligations, negotiable and
3 transferable instruments and evidence of indebtedness of all kinds,
4 whether secured by mortgage, pledge, deed of trust or otherwise;

5 To carry on any other business which may seem to the corpora-
6 tion capable of being conveniently carried on in connection with
7 its business or calculated directly or indirectly to enhance the
8 value of or render profitable any of the corporation's property or
9 rights.

10 The said corporation may perform any part of its business
11 outside the State of Idaho, in the other states, in the District of
12 Columbia, territories or possessions, or dependencies of the United
13 States.

14 To do each and every thing necessary, suitable, useful or
15 advisable for the accomplishment of any one or more of the said
16 objects or which shall, at any time, appear to be conducive to or
17 expedient for the benefit of said corporation in connection
18 therewith.

19 To do each and all things set forth herein to the same extent
20 and as fully as natural persons might or could do in the State of
21 Idaho, and in any other state, country or place.

22 The foregoing clauses shall be construed as objects, purposes
23 and powers; and it is hereby expressly provided that any enumera-
24 tion of specific powers shall not be held to limit or restrict in
25 any manner the powers of this corporation.

26 In general, to carry on any other business in connection with
27 the foregoing, and to have and exercise all the powers conferred by
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1 laws of the State of Idaho upon corporations.

2 V.

3 In furtherance, and not in limitation of the powers conferred
4 by statute, the board of directors is expressly authorized;

5 To make and alter by-laws of this corporation, to fix the
6 amount to be reserved as working capital over and above its capital
7 stock paid in, and to authorize and cause to be executed mortgages
8 and liens upon the real and personal property of this corporation.

9 If the by-laws so provided, to designate two or more of its
10 members to constitute an executive committee, which committee shall
11 for the time being, as provided in said resolution or in the by-
12 laws of this corporation, have and exercise any or all of the
13 powers of the board of directors in the management of the business
14 and affairs of this corporation, and have power to authorize the
15 sale of this corporation to be affixed to all papers which may
16 require it.

17 Pursuant to the affirmative vote of the holders of at least a
18 majority of the stock issued and outstanding, having voting power,
19 given at a stockholders meeting duly called for that purpose, or
20 when authorized by the written consent of at least a majority of
21 the holders of the voting stock issued and outstanding, the board
22 of directors shall have power and authority at any meeting to sell,
23 lease or exchange all of the property and assets of this corpora-
24 tion, including its good will and its corporate franchises, upon
25 such terms and conditions as its board of directors deem expedient
26 and for the best interest of the corporation.

27 This corporation may in its by-laws confer powers upon its
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1 directors in addition to the foregoing, and in addition to the
2 powers and authorities expressly conferred upon them by statute.

3 VI.

4 The capital stock of this corporation shall be ONE HUNDRED
5 THOUSAND DOLLARS (\$100,000.00), divided into TEN THOUSAND (10,000)
6 shares with a par value of TEN DOLLARS (\$10.00) each. No distinc-
7 tion shall exist between the shares of this corporation and all
8 such shares shall have the same rights in the corporation.

9 VII.

10 All or any portion of the capital stock may be issued for cash
11 or in payment for real or personal property, services or any other
12 right or thing of value, for the uses and purposes of the corpora-
13 tion and when so issued shall become and be fully paid, the same as
14 though paid for in cash at par; and the directors shall be the sole
15 judges of the value of any property, right, or thing acquired in
16 exchange for capital stock.

17 VIII.

18 From time to time the capital stock may be increased according
19 to laws, and may be issued in such amounts and proportions as shall
20 be determined by the board of directors, and as may be permitted by
21 law.

22 IX.

23 The private property of the stockholders shall not be subject
24 to the payment of corporate debts to any extend whatsoever.

25 X.

26 The address of the initial registered office of the corpora-
27 tion is 724 South "C", Grangeville, Idaho County, State of Idaho,
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1 and the name of its initial registered agent is WILLIAM J.
2 SPICKELMIRE, 724 South "C", Grangeville, Idaho County, Idaho.

3 XI.

4 The number of directors constituting the initial board of
5 directors of the corporation is five (5) and the names and
6 addresses of the persons who are to serve as directors until the
7 first annual meeting of the shareholders or until their successors
8 are elected and shall qualify are:

9 WILLIAM J. SPICKELMIRE
10 724 South C
11 Grangeville, ID 83530

BETTY SPICKELMIRE
724 South C
Grangeville, ID 83530

12 JOHN SPICKELMIRE
13 412 S. College
14 Grangeville, ID 83530

JANICE SPICKELMIRE
412 S. College
Grangeville, ID 83530

15 JERRY SPICKELMIRE
16 404 South College
17 Grangeville, ID 83530

18 The addresses of the incorporators are:

19 WILLIAM J. SPICKELMIRE
20 724 South C
21 Grangeville, ID 83530

BETTY SPICKELMIRE
724 South C
Grangeville, ID 83530

22 This corporation reserves the right to amend, alter, change or
23 repeal any provisions contained in this certificate of incorpora-
24 tion in the manner now or hereafter prescribed by statute, and all
25 right conferred upon stockholders herein are granted, subject to
26 this reservation.

27 WE, THE UNDERSIGNED, being the incorporators hereinbefore
28 named for the purpose of forming a corporation to do business both
within and without the State of Idaho, and in pursuance of the laws
of the State of Idaho, do make, and file these Articles of
Incorporation, hereby declaring and certifying that the facts

herein stated are true, and accordingly, have hereunto set our
hands and seals this 27th day of May, 1996.



WILLIAM J. SPICKELMIRE


BETTY SPICKELMIRE

1 STATE OF IDAHO)
2 ss.
3 County of IDAHO

4 On this 28th day of May, 1996, before me, the undersigned, a
5 Notary Public in and for the State of Idaho, personally appeared
6 WILLIAM J. SPICKELMIRE and BETTY SPICKELMIRE, known to me to be the
7 persons whose names are subscribed to the within and foregoing
8 instrument, and acknowledged to me that they executed the same.

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

11 
12 Notary Public in and for the
13 State of Idaho; Residing at
14 Grangeville, therein.
15 My commission expires: Oct. 1, 1997