



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**BEACON SERVICES, 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 \_\_\_\_\_

**BEACON SERVICES, 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: **February 7, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

BEACON SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

Article I.

The name of this corporation is Beacon Services, Inc.

Article II.

This corporation shall have perpetual existence.

Article III.

The purposes for which this corporation is organized are:

1. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

2. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or powers.

3. To engage in any other lawful business or activity whatsoever which may be organized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all the powers granted by law to corporations generally.

#### Article IV.

The registered office of this corporation is Route #3, Box 3522, Burley, Idaho, 83318 and the name of the registered agent at this address is Dale E. Whipple.

#### Article V.

The total authorized number of shares is 1,000 without par value.

#### Article VI.

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

Provided however, after the corporation's initial issuance of shares, it may not issue any additional voting shares (including treasury shares and authorized but unissued shares), instruments convertible into its voting shares or options to

the initial voting shareholders of the corporation to purchase the securities proposed to be issued in the proportions in which they then hold the corporation's initially issued voting shares (including shares disposed of and reacquired). If any shareholder fails to purchase any of the securities offered to him under this article within sixty (60) days of the offer, the corporation may, in its discretion, offer all or any of the unpurchased securities to others, including other shareholders, but not at a price and terms more favorable than those offered to the non-purchasing shareholder. The foregoing preemptive rights do not apply to securities issued by the corporation to satisfy any option or conversion rights granted by the corporation in accordance with the foregoing.

#### Article VII.

The directors of the corporation shall be two in number and their names and addresses are:

|                    |                                          |
|--------------------|------------------------------------------|
| Dale E. Whipple    | Route #3 Box 3522<br>Burley, Idaho 83318 |
| Marilyn J. Whipple | Route #3 Box 3522<br>Burley, Idaho 83318 |

The directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualified.

#### Article VIII.

The names and address of the incorporators and the number of shares subscribed by each are as follows:

|                    |                                          |            |
|--------------------|------------------------------------------|------------|
| Dale E. Whipple    | Route #3 Box 3522<br>Burley, Idaho 83318 | 500 shares |
| Marilyn J. Whipple | Route #3 Box 3522<br>Burley, Idaho 83318 | 500 shares |

#### Article IX.

At each election for directors, every holder of the corporation's share shall have the right to vote, in person or by proxy, the number of shares registered in his name, for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or by distributing votes on the same principal among any number of such candidates.

#### Article X.

The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.

The Board of Directors shall have authority to fix the compensation of the directors.

The Board of Directors is authorized to make, alter, amend, or repeal the By-Laws of the corporation, subject to the power of the shareholders having voting power to alter, amend, or repeal such By-Laws.

#### Article XI.

The corporation reserves the right to amend the Articles of Incorporation in any manner now or hereinafter permitted by the laws of the State of Idaho, except no amendment shall be made to Articles 5, 6, 9, and 11 without the affirmative vote of at least 66 2/3% of the holders of the issued and outstanding shares of the corporation.

IN WITNESS WHEREOF, the incorporators have set their  
hands this 23<sup>rd</sup> day of January, 1985.

Dale E. Whipple  
Dale E. Whipple

Marilyn J. Whipple  
Marilyn J. Whipple

STATE OF IDAHO           )  
                                  ) ss.  
County of Cassia        )

On this 23<sup>rd</sup> day of January, 1985, before  
me, the undersigned, a Notary Public in and for said State, per-  
sonally appeared DALE E. WHIPPLE and MARILYN J. WHIPPLE, known  
to be to be the persons whose names are subscribed to the within  
instrument and acknowledged to me that they executed the same.

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

(SEAL)

Michelle Albertson  
Notary Public for Idaho  
Residing at Burley, Idaho  
My commission expires: 7-26-86