

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

CLARK, PETERSON, AND STORRS, INC.  
File number C 112414

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: October 23, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibe*

Oct 23 9 38 AM '95

## Articles of Incorporation

Clark, Peterson, and Storrs, Inc.

SECRETARY OF STATE

STATE OF IDAHO

The undersigned, being over the age of eighteen years, for the purpose of forming a corporation under the Idaho Business Corporation Act, certify and adopt the following:

## Articles of Incorporation

### Article I

The name of this corporation shall be Clark, Peterson, and Storrs, Inc...

### Article II

It is our intention for Clark , Petrson, and Storrs, Inc. to exist in perpetuity.

### Article III

Clark, Peterson, and Storrs, Inc. shall have unrestricted ability to initiate and engage in any lawful act concerning any lawful business or activity for which corporations may be incorporated under the Idaho Business Corporation Act.

### Article IV

Clark, Peterson, and Storrs, Inc. holds an aggregate of three thousand (3,000) shares, all of which are voting shares with no par value except as designated by a majority agreement by the directors, at their discretion. These same three thousand shares are held in equal portions by each of the three shareholders, also known as the directors or incorporators. The directors may divide and redistribute the existing shares upon the majority vote and acceptance of additional directors. All shares must be held equally unless a unanimous agreement of directors is accepted.

### Article V

The incorporators of Clark, Peterson, and Storrs, Inc. set forth the following provision:  
All shares held by each director shall be consistent with the right of inheritance subject to all State and Federal laws and jurisdiction.

### Article VI

1) The initial address of Clark, Peterson, and Storrs, Inc. is

605 W. Maple  
Caldwell, Idaho 83605

SECRETARY OF STATE

10/17/95 9:00:00 AM  
Customer # 50201  
IVC960019330 16384  
CORPORATION PROFIT

1 @ 100.00 = 100.00

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- 2) The initial registered agent at this office is Michael F. Storrs.

## Article VII

1) Clark, Peterson, and Storrs, Inc. shall initially have three designated directors. These directors shall act as the Board of Directors. The Board of Directors shall consist of a minimum of three, but not more than eleven members. Additional members of the Board may be added at the discretion of the directors by a majority agreement. The three initial Directors are as follows:

Donald E. Clark  
521 Central Happy Valley Road  
Nampa, Idaho 83651

Andrew R. Peterson  
2550 Bruins Circle  
Boise, Idaho 83704

Michael F. Storrs  
605 W. Maple  
Caldwell, Idaho 83605

2) The term of these directors shall be for an indefinite period. Upon the death of a shareholder, that person or entity which inherited those shares previously held shall also occupy the seat as director, unless that person or entity so chooses not to, at which time the remaining directors may elect to agree to accept an alternative member.

3) These directors of Clark, Peterson, and Storrs, Inc. shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except that limitation on liability which applies to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before the effective date of this document. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

4) Clark, Peterson, and Storrs, Inc. has the power to indemnify, and to purchase and to maintain insurance for its directors, officers, trustees, employees, and other persons and

agents. Without limiting the generality of the foregoing, Clark, Peterson, and Storrs, Inc. shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with Corporation to the maximum extent and under all circumstances permitted by law.

#### Article VIII

In compliance with the Idaho Business Corporation Act, Clark, Peterson, and Storrs, Inc. may enter into contract and otherwise transact business as a vendor, purchaser, or otherwise, with one or more of its directors, officers, or shareholders or with any corporation, association, firm or entity in which one or more of them are or may become interested as directors, officers, shareholders, members, or otherwise.

#### Article IX

The names and addresses of the Incorporators are as follows:

Donald E. Clark  
521 Central Happy Valley Road  
Nampa, Idaho 83651

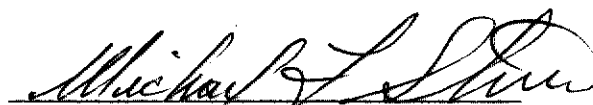
Andrew R. Peterson  
2550 Bruins Circle  
Boise, Idaho 83704

Michael F. Storrs  
605 W. Maple  
Caldwell, Idaho 83605

In witness whereof, the incorporators above have executed these articles of incorporation this 16th day of October 1995.

  
Donald E. Clark

  
Andrew R. Peterson

  
Michael F. Storrs