



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

LeCONTE, INC.

was filed in the office of the Secretary of State on the **twenty-fourth** day of **January** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ ~~recorded on Film No.~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at

Meridian, Idaho in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **January**, A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

LeCONTE, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, WALDO H. BUNGER, DOROTHY L. BUNGER, DONALD H. BRIGHAM and NANCY E. BRIGHAM, each being a natural person of full age, and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify, declare and adopt the following Articles of Incorporation:

I

The name of this corporation shall be LeCONTE, 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 1403 East 2-1/2, Meridian, County of Ada, State of Idaho.

IV

The nature of the business and the objects and purposes of this corporation shall be:

(1) To deal and traffic real estate and all estates and interests therein, whether owned by it or otherwise; to buy, take, lease, rent, option, or in any other manner acquire, own, hold, possess, sell, exchange, lease, convey, transfer, rent, mortgage, give liens against, or in any other manner dispose of or encumber real estate, and any and all interests or estates therein, whether within or without the State of Idaho, including water and irrigation rights and irrigation and/or drain ditches, whether classified as real or personal property.

(2) To transact an investment and loan business with power to loan money upon real estate, chattels, and personal securities.

(3) To lay out, subdivide and/or plat real estate in lots, blocks, subdivisions, townsites, or otherwise to dedicate and establish streets, alleys, parks and public grounds, and to build, repair, remodel, construct, acquire, hold and equip houses, buildings, roads, streets, sidewalks, fences, pavements, sewers and ditches, conduits, reservoirs, waterworks, irrigation systems and in any other manner improve, use, maintain, operate and/or develop real estate for any purpose or use, whether owned by it or otherwise; and to contract to do any of said acts for others; so far as permitted by law qualify and act as and hold license as and engage in the business of real estate agent and/or real

estate broker in any state and to exercise all the powers and privileges granted to real estate agents and real estate brokers under the law of any state; so far as permitted by law to qualify, act and hold license as agent for any kind of insurance in any state and exercise all powers and privileges granted such agents under the laws of any state; to qualify, act as and be licensed as agents for the sales, on commission or otherwise, of stocks, bonds, notes, mortgages, warrants or other securities of any kind or character in any state; and to do any and all acts and things for or designed or intended for the preservation, protection, improvement or enhancement of the value of any property held or owned by said corporation or in which it has an interest.

(4) To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.

(5) To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to

shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

(6) To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government.

(7) To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

(8) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness

created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

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

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

(11) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

(12) In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debts, and

to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(13) To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

(14) The said corporation may perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States.

(15) To do each and everything necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall at any time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

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

(17) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds

or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(18) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States.

(19) The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

(20) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

V

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

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

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

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

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

VI

The capital stock of this corporation shall be \$50,000.00, divided into 5,000 shares of the par value of \$10.00 each. No distinction shall exist between the shares of this corporation, and all such shares shall have the same rights in the corporation.

VII

No stockholder of the corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the corporation, whether now or hereafter authorized, or to any obligation convertible into stock of the corporation, issued or sold, nor any right of subscription to any shares thereof other than such, if any, and at such price as the board of directors, in its discretion from time to time, may determine, pursuant to the authority hereby conferred by the certificate of incorporation, and the board of directors may issue stock of the corporation or obligations convertible into stock without offering such issue of stock, either in whole or in part, to the stockholders of the corporation. Should the board of directors, as to any portion of the stock of the corporation,

whether now or hereafter authorized, or to any obligation convertible into stock of the corporation, offer the same to the stockholders of any class thereof, such offer shall not in any way constitute a waiver or release of the right of the board of directors subsequently to dispose of other portions of such stock or obligations without so offering the same to the stockholders. The acceptance of stock in the corporation shall be a waiver of any such preemptive or preferential right which, in the absence of this provision, might otherwise be asserted by stockholders of the corporation or any of them.

VIII

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

IX

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

X

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

XI

The business of the corporation shall be managed and conducted by a board of directors of not less than three nor more than seven members. The first board shall consist of four members and may be raised or lowered at any time by a majority vote of the stockholders within the limits set forth in this paragraph. The first board shall be elected at the first meeting of the stockholders of this corporation and the entire board shall be elected annually thereafter at the annual meeting of the stockholders of the corporation. The board of directors may meet and transact the business of the corporation, whether at its principal place of business herein designated or at such other place within or without the State of Idaho as may be designated by resolution of the board.

XII

The name and post office address of each of the incorporators and a statement of the number of shares subscribed is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. SHARES</u> | <u>AMOUNT</u> |
|-----------------|---|-------------------|---------------|
| Waldo H. Bunger | 4627 Wye Way Lane Knoxville, Tennessee | 1 | \$10.00 |

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. SHARES</u> | <u>AMOUNT</u> |
|-------------------|---|-------------------|---------------|
| DOROTHY L. BUNGER | 4627 Wye Way Lane Knoxville, Tennessee | 1 | \$10.00 |
| DONALD H. BRIGHAM | 1403 East 2-1/2 Meridian, Idaho | 1 | \$10.00 |
| NANCY E. BRIGHAM | 1403 East 2-1/2 Meridian, Idaho | 1 | \$10.00 |

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore 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 we respectively agree to take the number of shares of stock hereinbefore set opposite our names and accordingly have hereunto set our hands and seals.

Waldo H. Bungler
Waldo H. Bungler

Dorothy L. Bungler
Dorothy L. Bungler

Donald H. Brigham
Donald H. Brigham

Nancy E. Brigham
Nancy E. Brigham

STATE OF TENNESSEE)
) ss.
County of Knox)

On this 20 day of January, 1973, before me,
the undersigned, a Notary Public in and for said State, per-
sonally appeared WALDO H. BUNGER and DOROTHY L. BUNGER, hus-
band and wife, known to me 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 in this certificate
first above written.

Waldo H. Bunger
Dorothy L. Bunger

My commission expires April 5, 1975

William M. Rosenbly

Notary Public for Tennessee
Residing at Knoxville, Tennessee

STATE OF IDAHO)
) ss.
County of Ada)

On this 23 day of January, 1973, before me,
the undersigned, a Notary Public in and for said State, per-
sonally appeared DONALD H. BRIGHAM and NANCY E. BRIGHAM, hus-
band and wife, known to me 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 in this certificate
first above written.

Paul Perrowe

Notary Public for Idaho
Residing at Boise, Idaho