

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLDEN EAGLE AG., 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 _____

GOLDEN EAGLE AG., 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: **June 30, 1982**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

RECEIVED
ARTICLES OF INCORPORATION
OF
GOLDEN EAGLE AG., INC. 16

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SECRETARY OF STATE

WE, the undersigned, all of whom are of full age, and citizens of the United States of America, hereby sign and acknowledge the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho.

FIRST: The name of the corporation is GOLDEN EAGLE AG., Inc.

SECOND: The purposes are:

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares, and merchandise of every class and description.

To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, and to sell, assign and transfer, any rights, privileges, franchises, and real or personal property of the corporation other than its franchise of being a corporation.

To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

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

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures, and other evidences of indebtedness of other corporation, domestic or foreign.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporate

purposes.

To conduct business in this state, other states, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situated out of this state.

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 formed under the Business Corporation Act of the State of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no ways limited or restricted by reference to, or inference from, the terms of any other clauses in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

THIRD: The duration is to be perpetual.

FOURTH: The location and post office address of its registered office in the State of Idaho is 1234 Inverness Drive, Nampa, Idaho, 83651. The registered agent is Donald L. Clark and the directors of the corporation are Donald L. Clark, Dorothy E. Clark (1234 Inverness Drive, Nampa, Idaho, 83651) and Robert Alcorn and Jacqueline Alcorn (Rt 1, 1295, Nampa, Idaho, 83651).

FIFTH: The total number of shares of stock which the corporation shall have authority to issue shall be [REDACTED] 50 shares common stock without par value, all such shares to be non-assessable.

SIXTH: The names and post office addresses of the incorporators are:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
Donald L. Clark	1234 Inverness Drive, Nampa, Id 83651
Dorothy E. Clark	1234 Inverness Drive, Nampa, Id 83651
Robert Alcorn	Rt 1, 1295, Nampa, Id 83651
Jacqueline Alcorn	Rt 1, 1295, Nampa, Id 83651

SEVENTH: The shares of stock of the corporation which have been fully paid shall not be subject to assessment for any purposes.

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the by-laws of the corporation, and to adopt new by-laws subject to the right of the shareholders to alter or repeal said by-laws.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholder's meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

NINTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We do make and execute this certificate in triplicate, this 16th day of June, 1982.

Donald L. Clark
DONALD L. CLARK

Dorothy E. Clark
DOROTHY E. CLARK

Robert Alcorn
ROBERT ALCORN

Jacqueline Alcorn
JACQUELINE ALCORN

STATE OF IDAHO }
COUNTY OF CANYON } ss.

On this 16th day of June, 1982, before me, a Notary Public in and for said State, appeared Donald L. Clark, Dorothy E. Clark, Robert Alcorn and Jacqueline Alcorn, known to me to be the persons whose names are subscribed to the above and foregoing document, and acknowledged to me that they executed the same.

Yvonne Stone
NOTARY PUBLIC FOR IDAHO
Residence: Nampa, Idaho