



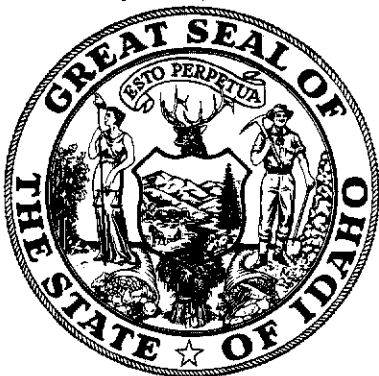
CERTIFICATE OF INCORPORATION
OF

AUTUMN CREEK COPORATION

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: May 22, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jason H. H.*

87-571-23
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ARTICLES OF INCORPORATION

FOR

AUTUMN CREEK CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

I , the undersigned, being a natural person of full age, and a citizen of the United States, and a resident of the State of Idaho, do hereby voluntarily associate for the purpose of forming a private corporation with perpetual life under the laws of the State of Idaho.

ARTICLE I

The name of this Corporation shall be Autumn Creek Corporation.

ARTICLE II

The purposes for which this Corporation is formed are all those permitted by the laws of the State of Idaho, and include but are not limited to:

1. Engaging in sales, both wholesale and retail and to provide management, consulting and marketing services.
2. To sue and be sued, complain and defend, in its corporate name.
3. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
6. To lend money and use its credit to assist its employees.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign

corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by the State of Idaho, within or without this State.

11. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

12. To make and alter bylaws, not inconsistent with its Articles of Incorporation, or with the laws of this State, for the administration and regulation of the affairs of the corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the board of directors shall find will be in aid of or benefit the Corporation.

15. To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

16. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

18. The objects, as specified herein, shall be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles, shall

be regarded as independent objects, purposes, and powers. They shall not be held to limit the general powers, now, or hereafter conferred, on this Corporation by the statutes of the State of Idaho.

ARTICLE III

The period for the duration of the existence of this Corporation is perpetual.

ARTICLE IV

The registered agent's name, and location, as well as the Corporation's address of its registered office are: Kenneth B. Covert, 9344 Autumn Lane, Pocatello, Idaho 83201. The mailing address for the Corporation will be: Kenneth B. Covert, P.O. Box 2795, Pocatello, Idaho 83206.

ARTICLE V

The amount of the total authorized capital stock of the Corporation is \$1,000 consisting of 1000 shares of nonassessable common stock at the par value of \$1 per share.

ARTICLE VI

The name and the post office address of the Incorporator signing these Articles of Incorporation is as follows:

KENNETH B. COVERT
P.O. BOX 2795
POCATELLO, IDAHO 83206

ARTICLE VII

The number of directors shall be as set out in the By-Laws of the Corporation. The name and post office address of the initial director, who shall serve until the first annual meeting of the stockholders, are:

KENNEITH B. COVERT
P.O. BOX 2795
POCATELLO, ID 83206

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the statutes of the State of Idaho, I, the undersigned, being the Incorporator of this Corporation, have executed these Articles of Incorporation on this

¹⁸
day of MAY, 1981.


KENNETH B. COVERT