



**CERTIFICATE OF INCORPORATION  
OF**

CALDWELL BROS., 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 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 30, 1991



  
\_\_\_\_\_  
SECRETARY OF STATE

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

Mar 30 10 03 AM '91  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
CALDWELL BROS., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed, each being a natural person of full age and a citizen of  
the United States, in order to form a corporation for the  
purposes hereinafter stated, under and pursuant to the provisions  
of the general corporation laws of the State of Idaho, and the  
acts amendatory thereof, and supplemental thereto, do hereby  
certify as follows:

ARTICLE I

The name of the corporation is CALDWELL BROS., INC.

ARTICLE II

The objects and purposes for which this corporation is  
formed are:

The transaction of any or all lawful business for which  
corporations may be incorporated under the Idaho Business  
Corporation Act.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and address of the registered office of  
the corporation shall be, and is 10446 Poppy Street, Boise, Idaho  
83704, and the name of its initial registered agent at such  
address is John L. Caldwell.

#### ARTICLE V

The amount of the capital stock of the corporation shall be, and is divided into 100,000 shares. Each share shall have a stated par value of \$1.00. Said stock shall be, and is, nonassessable.

#### ARTICLE VI

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JOHN L. CALDWELL	10446 Poppy Boise, Idaho 83704	1
JOSEPH C. CALDWELL	10446 Poppy Boise, Idaho 83704	1

#### ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VIII

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders.

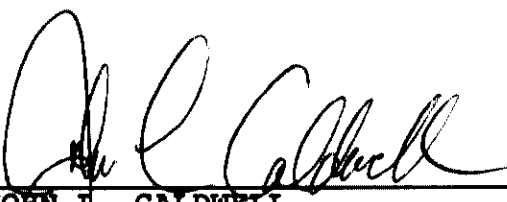
(b) The incorporators set forth above are the only shareholders of the corporation.

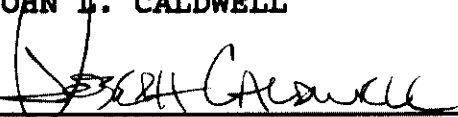
#### ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation

shall in any way be affected or invalidated by the fact that any of the shareholders of the corporation is pecuniarily or otherwise interested in or is a director or officer of such other corporation; any shareholder or any firm of which any shareholder may be a member, may be a party to or may be pecuniarily interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interest shall be disclosed or shall have been known to the shareholders or a majority thereof; and any shareholder of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the corporation which shall authorize any such contract or transaction with like force and effect as if he were no such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29 day of May, 1991.

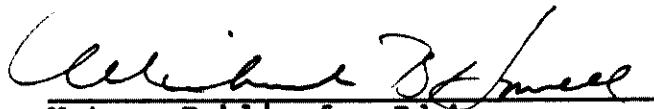
  
\_\_\_\_\_  
JOHN L. CALDWELL

  
\_\_\_\_\_  
JOSEPH C. CALDWELL

STATE OF IDAHO     )  
                              )   ss.  
County of Ada        )

On this 29<sup>th</sup> day of May, 1991, before me a Notary Public in and for said State, personally appeared JOHN L. CALDWELL and JOSEPH C. CALDWELL, 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.

  
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Notary Public for Idaho  
Residing at Boise  
My Commission Expires: 9-6-91