

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

PRITCHETT GROUP, 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: December 8, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION  
OF  
Pritchett Group, Inc.

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ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be Pritchett Group, Inc.

ARTICLE II  
DURATION OF A CORPORATION

The period of duration of the corporation shall be perpetual.

ARTICLE III  
CORPORATE PURPOSES

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV  
CAPITALIZATION

The corporation is authorized to issue a total of One Hundred Thousand (100,000) shares with a par value of One Dollar (\$1.00) per share, consisting of Ten Thousand (10,000) shares of One Dollar (\$1.00) par value to be designated "Voting Common Stock" and Ninety Thousand (90,000) shares of One Dollar (\$1.00) par value to be designated "Nonvoting Common Stock." The shares of Voting Common Stock and Nonvoting Common Stock shall be identical in every respect except for the voting rights to which the holders thereof shall be entitled. Each share of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

ARTICLE V  
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased from time to time by resolution of the directors, but the number of directors shall not be less than one (1) nor more than seven (7). No decrease in the number of

directors shall have the effect of shortening the term of any incumbent director. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

M. Jed Pritchett, Jr.  
9005 Owyhee  
Boise, Idaho 83705

Jacqueline H. Pritchett  
9005 Owyhee  
Boise, Idaho 83705

#### ARTICLE VI NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Board of Directors, no holder of any shares of this corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any securities of this corporation of any class or kind now or hereafter authorized.

#### ARTICLE VII CUMULATIVE VOTING

At each election of directors, shareholders entitled to vote for directors are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

#### ARTICLE VIII GENERAL PROVISIONS

SECTION 1. The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

SECTION 2. The corporation may enter into contracts and otherwise transact business as a vendor, purchaser or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director,

officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation but not in the case of shareholders that are not directors or officers, the nature of the interest of such director or officer, but not necessarily details or extent, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

#### ARTICLE IX AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders.

#### ARTICLE X LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

#### ARTICLE XI INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall

not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XII  
REGISTERED OFFICE AND ADDRESS

The location of the initial registered office of the corporation is One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho, 83702 and the name of its initial registered agent at such address is D. John Thornton.

ARTICLE XIII  
INCORPORATOR

The name and address of the incorporator is as follows: Kris Ormseth, One Capital Center, Suite 1015, 999 Main Street, Boise, Idaho 83702.

8<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand this  
day of December, 1993.

Kris Ormseth  
Kris Ormseth