

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

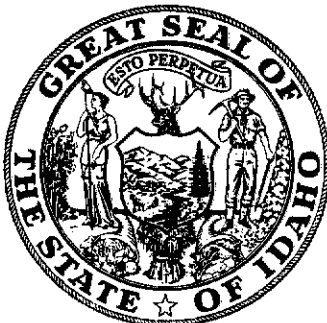
CANYON ACQUISITION, INC.

File number C 115791

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: July 18, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Sibel*

JUL 18 4 07 PM '96

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
CANYON ACQUISITION, INC.**

IDAHO SECRETARY OF STATE  
DATE 07/18/1996 0900 12140  
CK #: 32234 CUST# 20522  
CORP  
10 100.00= 100.00

# : C

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation is Canyon Acquisition, Inc. ("Corporation").

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV  
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	\$1.00

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 910 West Main Street, Suite 214, Boise, Idaho 83702 and the name of its initial registered agent at such address is James C. Chalfant.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
James C. Chalfant	910 West Main Street, Suite 214 Boise, Idaho 83702
David A. Edmark, II	910 West Main Street, Suite 214 Boise, Idaho 83702

**ARTICLE VII  
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as now or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders regarding any acts or omissions in the performance of the director's duties as a director of the Corporation. No amendment to or repeal of this Article VII shall apply to or have any effect on the actual liability or alleged liability of any director of the Corporation regarding any acts or omissions of the director occurring prior to the effective date of the amendment or repeal.

**ARTICLE VIII  
INDEMNIFICATION**

Each person who is, was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of the person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws now or hereafter in effect. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VIII. No amendment to or repeal of this Article VIII shall apply to or have any effect on the right to indemnification permitted or authorized by this Article VIII regarding any acts or omissions of the director, officer, employee or agent occurring prior to the effective date of the amendment or repeal.

**ARTICLE IX  
INCORPORATOR**

The name and address of the Incorporator is:

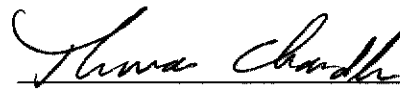
Name

Address

Thomas Chandler

877 Main Street, Suite 1000  
Boise, Idaho 83702

Dated: July 18, 1996

  
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Thomas Chandler, Incorporator