

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

**JAIDA CORPORATION**

**File number C 106809**

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: June 29, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cara Siple*

00-001 130-00- 1 #  
CORP  
CK # 55277 CUST# 20168  
19940629 0900 92266 2  
IDAHO SECRETARY OF STATE

JUN 29 10 37 AM '94  
SECRETARY OF STATE

# ARTICLES OF INCORPORATION

OF

## JAIDA CORPORATION

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

FIRST: The name of the corporation is Jaida Corporation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock without par value.

FIFTH: No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 30-1-48 of the Idaho Code, or (iv) for any transaction from which the director derived any improper personal benefit.

SEVENTH: The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701 and the name of its initial registered agent at such address is C T Corporation System.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Ray Markham	741 East Broadway Vancouver, B.C. Canada V5T 1X8

NINTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles H. Purcell	5000 Columbia Seafirst Center 701 - 5th Avenue Seattle, WA 98104-7078

DATED: June 28, 1994.



Charles H. Purcell  
Sole Incorporator