

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ZEHR RESEARCH & DEVELOPMENT, 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: January 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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ARTICLES OF INCORPORATION

OF

ZEHR RESEARCH & DEVELOPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED, BEING NATURAL PERSONS OF FULL AGE AND CITIZENS OF THE UNITED STATES OF AMERICA, IN ORDER TO FORM A CORPORATION FOR THE PURPOSE HEREINAFTER STATED PURSUANT TO THE BUSINESS CORPORATION ACT OF THE STATE OF IDAHO, DO HEREBY CERTIFY AS FOLLOWS:

I

THE NAME OF THIS CORPORATION IS: ZEHR RESEARCH & DEVELOPMENT, INC.

II

THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED ARE:

(A) TO ENGAGE IN, CONTRACT AND CARRY ON IN ALL ITS VARIOUS BRANCHES THE BUSINESS OF MANUFACTURE AND REPAIR FOR ITSELF, OR FOR OTHERS FOR HIRE, OF GOODS, WARES AND MERCHANDISE OF EVERY KIND AND CHARACTER.

(B) TO BUILD, CONSTRUCT, LEASE, OR OTHERWISE ACQUIRE, MAINTAIN, OR UTILIZE AND OPERATE BUILDINGS, STORAGE HOUSES AND GARAGES FOR STORING, REPAIRING, CARING FOR AND KEEPING FOR HIRE THEREIN MOTOR TRUCKS, TRAILERS, AND ANY AND ALL OTHER POWER PROPELLED, DRAWN OR DRIVEN VEHICLES AND DEVICES.

(C) TO BUY, SELL, OWN, LEASE AND OPERATE GARAGES, SERVICE STATIONS, AND REPAIR SHOPS, AND TO CARRY ON ALL BUSINESS INCIDENTAL THERETO.

(D) TO PURCHASE, ACQUIRE, OWN, SELL, MARKET, EITHER AS PRINCIPAL OR AGENT OR DISPOSE OF FARM CROPS, FARM PRODUCE, DAIRY PRODUCTS, POULTRY PRODUCTS, FRUIT, VEGETABLES, LIVESTOCK AND MEAT OF EVERY KIND AND DESCRIPTION.

(E) TO ACQUIRE, OWN, LEASE OR HOLD SUCH REAL AND PERSONAL PROPERTY AS MAY BE NECESSARY OR CONVENIENT FOR THE TRANSACTION OF ITS BUSINESS.

(F) TO CONSTRUCT AND ERECT BUILDINGS OR STRUCTURES UPON AND TO IMPROVE AND MAINTAIN ANY AND ALL REAL PROPERTY OWNED, LEASED OR HELD BY THESE CORPORATION; AND TO EQUIP, IMPROVE AND GENERALLY OPERATE ANY AND ALL PERSONAL PROPERTY OWNED BY THIS CORPORATION.

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(G) TO PURCHASE, HOLD, SELL AND TRANSFER THE SHARES OF ITS OWN CAPITAL STOCK; IT SHALL NOT USE ITS FUNDS OF PROPERTY FOR THE PURPOSE OF ITS OWN SHARES OF CAPITAL STOCK WHEN SUCH USE WOULD CAUSE ANY IMPAIRMENT OF ITS CAPITAL; AND PROVIDED FURTHER THAT THE SHARES OF ITS OWN CAPITAL STOCK OWNED BY IT SHALL NOT BE VOTED UPON DIRECTLY OR INDIRECTLY.

(H) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS OF EVERY SORT AND KIND WHICH MAY BE NECESSARY OR DESIRABLE FOR THE FURTHERANCE OF THE BUSINESS OF THIS CORPORATION, WITH ANY PERSONS, FIRMS, CORPORATIONS, ASSOCIATIONS, ANY STATE, TERRITORY OR MUNICIPALITY OF THE UNITED STATES OR ANY FOREIGN COUNTRY, GOVERNMENT OR BODY POLITIC.

(I) TO ACQUIRE AND HOLD ALL OR ANY PART OF THE CAPITAL STOCK, ASSETS, OR CORPORATION ENGAGED IN ANY BUSINESS IN WHOLE OR IN PART SIMILAR TO THAT OF THIS CORPORATION, CONSISTENT WITH THE OBJECTS AND PURPOSES OF THIS CORPORATION, AND TO HOLD, UTILIZE AND IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE STOCK, ASSETS, GOOD WILL AND RIGHTS SO ACQUIRED AND TO CONDUCT IN ANY LAWFUL MANNER IN WHOLE OR IN PART ANY BUSINESS SO ACQUIRED, AND TO UNDERTAKE OR ASSUME THE WHOLE OR ANY PART OF THE OBLIGATIONS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN THE BUSINESS ACQUIRED.

(J) TO BORROW MONEY FOR ANY PURPOSE OF THIS CORPORATION, WITHOUT LIMIT AS TO AMOUNT, AND TO ISSUE BONDS, DEBENTURES, NOTES OR OTHER EVIDENCES OR INDEBTEDNESS, SECURED OR UNSECURED, OF THIS CORPORATION FOR THE MONEYS SO BORROWED, OR IN PAYMENT FOR PROPERTY ACQUIRED, OR FOR ANY OTHER OBJECTS OR PURPOSES OF THIS CORPORATION, OR IN CONNECTION WITH ITS BUSINESS; TO SECURE PAYMENT OF SUCH DEBENTURE, NOTES OR OTHER OBLIGATIONS BY MORTGAGES OR PLEDGES OF OTHER LIENS UPON ANY OR ALL OF THE PROPERTY OF THIS CORPORATION WHERESOEVER SITUATED.

(K) TO CARRY OUT ALL OR ANY PART OF THE FOREGOING OBJECTS, OR PURPOSES AS PRINCIPAL OR AGENT, OR OTHERWISE, EITHER ALONE OR IN CONJUNCTION WITH ANY PERSON, ASSOCIATION OR OTHER CORPORATION AND IN ANY PART OF THE WORLD; AND IN CARRYING OF THIS BUSINESS AND FOR THE PURPOSE OF ATTAINING OF FURTHERING ANY OF ITS OBJECTS OR PURPOSES, TO MAKE AND PERFORM SUCH CONTRACTS OF ANY KIND AND DESCRIPTION, TO DO SUCH ACTS AND SUCH THINGS, AND TO EXERCISE ANY AND ALL SUCH POWER AS A NATURAL PERSON COULD LAWFULLY MAKE, PERFORM, DO OR EXERCISE, PROVIDED THAT THE SAME BE NOT INCONSISTENT WITH THE OBJECTS OR PURPOSES OF THIS CORPORATION, OR THE STATUTES OF THE STATE OF IDAHO.

(L) TO CONDUCT ITS BUSINESS IN ALL OR ANY OR ITS BRANCHES IN THE STATE OF IDAHO, AND IN ANY AND ALL OTHER STATES, TERRITORIES, POSSESSIONS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN THE DISTRICT OF COLUMBIA, AND IN ANY OR ALL FOREIGN COUNTRIES, AND TO HAVE ONE OR MORE OFFICES WITHIN OR OUTSIDE OF THE STATE OF IDAHO.

(M) THE OBJECTS AS SPECIFIED HEREIN SHALL, EXCEPT AS OTHERWISE EXPRESSED, 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.

THE FOREGOING SHALL BE CONSTRUED AS OBJECTS, AND POWERS AND THE ENUMERATION THEREOF SHALL NOT BE HELD TO LIMIT OR RESTRAIN IN ANY MANNER THE GENERAL POWERS NOW OR HEREAFTER CONFERRED ON THIS CORPORATION BY THE STATUTES OF THE STATE OF IDAHO.

III.

THE PERIOD OF EXISTENCE AND THE DURATION OF THE LIFE OF THIS CORPORATION SHALL BE PERPETUAL.

IV.

THE LOCATION AND ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF IDAHO SHALL BE, 3409 1/2 ARTHUR CALDWELL, CANYON COUNTY, STATE OF IDAHO, REGISTERED AGENT SHALL BE DICK ZEHR, , 3409 1/2 ARTHUR-CALDWELL, IDAHO 83605.

V.

THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IN THE AGGREGATE ONE HUNDRED THOUSAND (100,000) SHARES OF COMMON STOCK OF ONE (1) CLASS ONLY AND ALL SUCH SHARES SHALL BE WITHOUT PAR VALUE.

VI.

THE NAMES AND ADDRESSES OF EACH OF THE INCORPORATORS AND INITIAL DIRECTORS ARE AS FOLLOWS:

NAME	ADDRESS
DICK ZEHR	22844 BALLARD LANE, CALDWELL, ID 83605.

EACH OF THE ABOVE PERSONS ENUMERATED AS INCORPORATORS IS A NATURAL PERSON OVER THE AGE OF 21 YEARS AND IS A CITIZEN OF THE UNITED STATES OF AMERICA.

VII.

THE CAPITOL STOCK OF THIS CORPORATION SHALL BE NON-ASSESSABLE; AND THE PRIVATE PROPERTY OF THE SHAREHOLDERS IN THIS CORPORATION SHALL NOT BE LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THIS CORPORATION.

VIII.

A DIRECTOR OF THIS CORPORATION SHALL NOT BE REQUIRED TO BE A HOLDER OF ANY OF THE SHARES OF THE COMMON CAPITAL STOCK OF THE CORPORATION.

IN WITNESS WHEREOF, WE THE UNDERSIGNED, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE STATUTES OF THE STATE OF IDAHO HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 23 DAY OF DECEMBER, 1993.

X 
DICK ZEHR

STATE OF IDAHO, COUNTY OF CANYON) SS

ON THIS DAY, BEFORE ME THE UNDERSIGNED NOTARY PUBLIC FOR SUCH STATE, PERSONALLY APPEARED DICK ZEHR KNOWN TO ME TO BE THE PERSON WHOSE NAME ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME.

WITNESS MY HAND AND SEAL ON January 5th, 1994
Kaylene L. Gallop 10/30/97 NOTARY PUBLIC