

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

WILSON-LUCAS INCORPORATED

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 28, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley DeWitt*

ARTICLES OF INCORPORATION

OF

WILSON-LUCAS INCORPORATED

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The undersigned natural person, of majority age, hereby establishes a corporation pursuant to the laws of Idaho and adopts the following articles of incorporation.

1. NAME. The name of the corporation is WILSON-LUCAS INCORPORATED.

2. DURATION. The corporation shall have perpetual existence.

3. PURPOSE AND POWERS.

3-A. Purpose. The corporation is organized for the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act.

3-B. Powers. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

4. CAPITAL, VOTING AND PREEMPTIVE RIGHTS.

4-A. Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of common stock without par value, which shall be fully paid and nonassessable.

4-B. Voting Rights. 250,000 shares of the common stock the corporation shall have authority to issue shall have exclusive voting privileges and rights and shall be designated as "voting" common stock on the certificates representing such shares when

issued. 250,000 shares of the common stock the corporation shall have authority to issue shall have no voting privileges and voting rights and shall be designated as "non-voting" common stock on the certificates representing such shares when issued. Each shareholder of record shall have one vote for each share of voting common stock standing in his name on the books of the corporation, except that in the election of directors he shall have the right to vote such number of shares of voting common stock for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

4-C. Preemptive Rights. Shareholders of voting common stock and non-voting common stock, including directors, officers or employees of the corporation, shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe or acquire shares, pursuant to approval by affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of shareholders entitled to vote thereon, provided, however, that holders of non-voting common stock shall have no preemptive right to subscribe or acquire shares of voting common stock.

Shareholders may acquire shares through exercise of such preemptive rights for consideration paid, in whole or in part, in cash, or other property, tangible or intangible, or in labor or services actually performed for the corporation pursuant to approval by affirmative vote of the holder of a majority of the shares entitled to vote thereon.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. Two (2) directors shall constitute the initial board of directors, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence R. Lucas	P.O. Box 9245 Moscow, ID 83843
Evan B. Wilson	325 N. Polk Moscow, ID 83843

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 833 Eighth Street, Moscow, ID 83843. The name of its initial registered agent at such address is Lawrence R. Lucas.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which he is connected as

aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or anyone or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this

provision shall not restrict the power of the corporation to make any indemnification permitted by law.

9. STOCKHOLDER PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject to assessment for any corporate purpose.

10. INCORPORATOR. The name and address of the incorporator is Ronald J. Landeck, P.O. Box 9344, Moscow, ID 83843.

DATED May 26, 1993.

Incorporator:

  
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Ronald J. Landeck

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