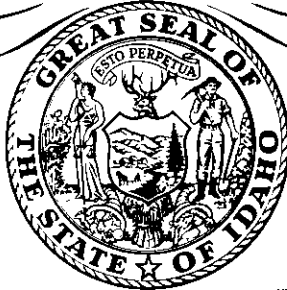


# State of Idaho



## Department of State.

### CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

#### CONSOLIDATED VENTURES, INC.

was filed in the office of the Secretary of State on the **Eleventh** day of **April** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **11th** day of **April**, A.D., 19 **63**.

Secretary of State.

ARTICLES OF INCORPORATION

of  
CONSOLIDATED VENTURES, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, THE UNDERSIGNED, EACH BEING OF FULL AGE, AND  
CITIZENS OF THE STATE OF IDAHO AND OF THE UNITED STATES OF  
AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE  
OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO,  
AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I

The name of this Corporation shall be:

CONSOLIDATED VENTURES, INC.

II

THE PURPOSES OF THIS CORPORATION ARE:

- (a) To act as dealer or broker in the purchase and sale of businesses, companies, corporations, securities and commodities; to acquire by subscriptions, purchase or otherwise, own, hold, underwrite, guarantee, negotiate, sell, assign, exchange, mortgage, pledge, dispose of, realize upon and deal in and with securities of all kinds including, but not limited to, shares, stock, bonds, debentures, scrip, warrants, rights, voting trust certificates, coupons, notes, mortgages, commercial paper, evidences of indebtedness, certificates of interest, participation certificates, acceptances and interim receipts and certificates, issued or created by or claims against any corporation, association, joint stock company, partnership, firm, individual, trustee, syndicate, government, governmental authority, state, municipal corporation, or any government division or subdivision; to possess and exercise any and all rights, powers and privileges of ownership of any of the property of the corporation, including the right to vote or consent or otherwise act with respect thereto; and to do any acts or things for the protection, preservation, improvement and enhancement in value of any property of the corporation.

to guarantee the payment of dividends on any shares of any corporation, joint stock company or association in which this corporation has or may at any time have an interest; to endorse or otherwise guarantee the payment of the principal of, or interest on, any bonds, mortgages, debentures, or other securities issued or created by any corporation, joint stock company or association in which this corporation has an interest, or whose shares or securities it owns; to become surety for and to guarantee the carrying out or the performance of any contract of every kind of any corporation, joint stock company or association in which this corporation has an interest, or whose shares or securities it owns;

and to do any and all lawful things designed to protect, preserve, improve or enhance the value of any such shares, bonds, mortgages, debentures, securities or other evidences of indebtedness of any corporation, joint stock company or association in which this corporation has an interest or whose shares or securities it may own.

- (b) To undertake and participate with others in the promotion, organization, reorganization, financing, management or liquidation of corporations, associations, joint stock companies, partnerships, firms, individual proprietorships and any lawful business enterprises.
- (c) To render advisory, investigatory, supervisory, managerial, or any other services excepting legal services, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation, or merger, of any business, firm, association, corporation, or other person or legal entity, public or private, domestic or foreign.
- (d) To acquire by purchase or lease or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or hereafter erected on any lands so owned, held or occupied, to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the corporation.
- (e) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the state of Idaho.
- (f) To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform.
- (g) And in furtherance and not in limitation of the powers hereinabove conferred upon this corporation, such corporation shall be further empowered to do all and singular any of these things; to perform any act and to engage in any enterprise or transaction which may be necessary, suitable or convenient in the said exercise of any power or right herein provided for said corporation or conferred upon it by the laws of the state of Idaho, or by the principles of common law.
- (h) To engage in any or all of said activities in any or all of the states and territories of the United States of America, or any foreign country.

### III

The term of existence of this corporation shall be perpetual.

IV

The location and post office address of the registered office of this corporation in the State of Idaho, is 338 North Orchard, Boise, Ada County, Idaho.

V

The amount of the total authorized stock of the corporation shall be divided into 2,500,000 shares, which shall be common stock having a par value of one cent (1¢) per share, making a total capitalization of \$25,000.00. Such shares shall be non-assessable and shall have equal voting rights and other powers.

VI

The amount of capital stock actually subscribed is Three Hundred shares, which have been subscribed at their par value, and the following are the names and places of residence of each of the incorporators who have subscribed to said stock, and the amount subscribed by each:

Name	Address	Stock
Darlene Weston	338 N. Orchard, Boise, Idaho	100
Henry D. Scott	338 N. Orchard, Boise, Idaho	100
William A. Quigley	338 N. Orchard, Boise, Idaho	100

VII

The Board of Directors of this corporation shall consist of not less than three nor more than seven members, and all powers of this corporation shall be and hereby are conferred upon such directors insofar as such powers may lawfully be vested in and exercised by such a board.

VIII

The corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereafter be provided by law, and all rights, privileges and powers by the Articles

are so conferred, subject to this reservation.

IN WITNESS WHEREOF, WE have hereunto set our hands to this instrument, which was executed in triplicate, this 11<sup>th</sup> day of April, 1963.

*Darlene Weston*  
Darlene Weston

*Henry D. Scott*  
Henry D. Scott

*William A. Quigley*  
William A. Quigley

STATE OF IDAHO )  
County of Ada ) ss

On this 11<sup>th</sup> day of April, 1963, before me, the undersigned, a Notary Public in and for said State personally appeared Darlene Weston, Henry D. Scott and William A. Quigley, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

*Charles W. Smith*  
Notary Public, Boise, Idaho