

49062

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

P AND P SERVICES, 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: July 8, 1992



*Pete T. Cenarrusa*

SECRETARY OF STATE

By *Lynette Dumont*

ARTICLES OF INCORPORATION

OF

P and P SERVICES, INC.

JUL 8 10 31 AM '92  
SECRETARY OF STATE

The undersigned, a natural person acting as an incorporator in order to form a corporation (hereinafter "Corporation") under the provisions of the Idaho Business Corporation Act, Idaho Code Section 30-1-1 et seq., (the "Act"), adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is P AND P SERVICES, INC.

ARTICLE II. DURATION

The Corporation shall have perpetual duration.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to repair, sharpen, maintain and service tools and equipment; and to transact all lawful business for which corporations may be organized under the Act.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The location and street address of the initial registered office of the Corporation is 865 Jackson Avenue, Emmett, Idaho 85617. The initial registered agent of the Corporation shall be Paul Miletich who conducts business at the above address.

ARTICLE V. AUTHORIZED SHARES

SECTION 1. NUMBER. The aggregate number of shares which the Corporation shall have the authority to issue is 200 shares of

common stock of no par value.

SECTION 2. DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable in cash, in property, or in shares of the capital stock of the Corporation.

SECTION 3. VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors and the names and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>
Paul Miletich	865 Jackson Avenue Emmett, Idaho 85617

#### ARTICLE VII. RESTRICTION ON TRANSFER OF SHARES

The transfer of the shares of the Corporation are subject to restriction as more particularly described in the bylaws of the Corporation. The restriction shall be noted conspicuously on the face of all share certificates.

#### ARTICLE VIII. PREEMPTIVE RIGHTS


Stockholders of the Corporation shall have preemptive and

preferential rights of subscription to any shares of stock of the Corporation whether now or hereafter authorized or to any obligations convertible to stock of the Corporation and any such stock or obligation issued by the Corporation.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows: Paul Miletich, 865 Jackson Avenue, Emmett, Idaho 85617.

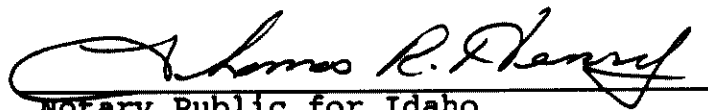
DATED this 7<sup>TH</sup> day of JULY, 1992.

  
Paul Miletich

STATE OF IDAHO       )  
                              )ss  
COUNTY OF ADA       )

On this 7<sup>th</sup> day of July, 1992, before me the undersigned notary public in and for the State of Idaho, personally appeared Paul Miletich, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal, the day and year above written herein.

  
Notary Public for Idaho  
Residing at: Boise  
My Commission expires: 10/2/97