

# L' Department of State

# CERTURES OF QUASSIFICATION OF POSSESSAN CORPORATION

1. ARNOTED WILLIAMS, Secrebory of Spara of the State of Comparable Secretary (but the comparable records of the State of Comparable secretary).

a corporation days organizations existing undetathe laws of his fedler for the fully consisted with Sections 16 Articles if of the South Francis, And Sections 20-501, and 20,502 Idaylos organization this office on the day of the property authenticated copy of its articles of interporation, and on the

the County of a state of authority of or miles and a chieffer may be served.

April LEMETHER CERTIFY. That said corporation has complied with the laws of the State, as contained in Chap. of Riche, relating to corporations not created made: the laws of the State, as contained in Chap. ter. 5 of This 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in State, having the same rights and privileges, and being subject in the same laws, as dike distances to corporations.

IN TESTIMONY WHENEXP. I have recented set my layed and affined the Great-Seal of the State. Fone at Bosse City, the Capital of Idaho, this day of

A.D. 200

Serventury of State



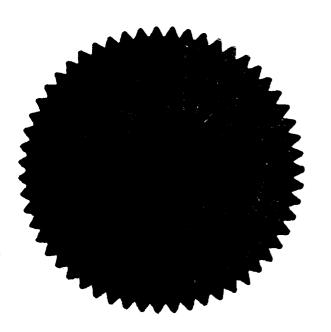


## DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

### G. G. CORPORATION

as the same appears on file and of record in this office.



In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 24TH day of AUGUST A. D. 19 65

Secretary of State

Secretary of State

By

Beputy

#### ARTICLES OF INCORPORATION

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#### G.G. CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Nevada relating to general corporations, and we do hereby certify:

#### FIRST

The name of the corporation is G. G. CORPORATION.

#### SECOND

The principal office of this corporation is located at the address of One Easth Firestic Street, in the City of Reno, County of Washoe, State of Nevada, but the corporation may maintain an office in such cities, towns and places outside the State of Nevada as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation.

#### THIRD

The nature of the business, or objects, or purposes, proposed to be transacted, promoted, or carried on by this corporation are as follows:

- (a) To act as principal, agent, partner, or independent contractor in any type of business transaction with other individuals, corporations or partnerships, and to engage in all types of business.
- (b) To conduct and carry on all or any of the business of manufacturers, merchants, wholesale and retail, without limitation as to the class of product or merchandise.

- (c) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature and description.
- (d) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, here-ditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.
- (e) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.
- (f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation either public or private, or with any territory or government, or any agency thereof.
- (g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law.

- (h) To acquire, hold, sell, re-issue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- (i) To purchase or otherwise acquire the whole or any part of the property assets, business and good will of any other person, firm corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.
- (j) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law.
- (k) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation.
- (1) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Nevada upon corporations formed under the general corporation laws of said State, or as under any act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general

powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the sub-paragraphs (a) to (l) inclusive, of paragraph Third of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other sub-paragraph, clause or paragraph of these Articles of Incorporation.

#### FOURTH

The amount of the total authorized capital stock of this corporation is One Hundred Thousand Dellars (\$100,000,00), divided into Ten Thousand Shares (10,000) of a no par value.

Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment thereon.

#### FIFTH

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

#### SIXTH

The members of the governing board of this corporation shall be styled directors and their number shall be three.

The names and post office addresses of the first Board of Directors are:

Allen R. Derr

2422 Redway Rd.

Boise, Idaho

Harold C. Gerking

6405 S.W. 36th

Portland, Oregon

Rachael L. Gerking

6405 S.W. 36th

Portland, Oregon

#### SEVENTH

The capital stock of this corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay debts of the corporation and no paid-up stock and no stock issued
as fully paid shall ever be assessable or assessed.

#### EIGHTH

incorporators and

The name, post office address, and residence of each of the original subscribers to the capital stock of this company and the amount subscribed by each is as follows:

Rosalie Josephson

1517 Division, Boise, Idaho

1 Share

Lorna Costello

3922 Neel, Boise, Idaho

1 Share

Chris Goettsche

2015 1/2 North 19th, Boise, Idaho 1 Share

TOTAL 3 Shares

#### NINTH

The period of existence of this corporation shall be perpetual.

#### TENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessments for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### ELEVENTH

The number of directors of the corporation shall be as specified in the By-Laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the corporation shall not be less than three. In case of any increase in the number of 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 the shareholders and until their successors are elected and qualified.

#### TWELFTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

#### THIRTEENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation

#### FOURTEENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation;

any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or of such transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

#### FIFTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt any new By-Laws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Nevada otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 19th day of August, 1965.

Lorna Castell
Chris Coettsche

STATE OF IDAHO )
: ss.
County of Ada )

On this 19th day of August, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Rosalie Josephson, Lorna Costello, and Chris Goettsche, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were persons over the age of twenty-one years and citizens of the United States of America.

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

Notary Public for Idaho Residing at Boise, Idaho