203734

# State of Idaho

### Department of State

## CERTIFICATE OF INCORPORATION OF

WHITE KNUCKLE, 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: October 18, 1993



Pite D Enavrusa SECRETARY OF STATE

By Madeill

SEC. OF STATE
SEC. OF STATE
AND 10 40

#### ARTICLES OF INCORPORATION

OF

#### WHITE KNUCKLE, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is WHITE KNUCKLE, INC..

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is ONE HUNDRED THOUSAND (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

v.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

#### REGISTERED AGENT

#### REGISTERED ADDRESS

WILLIAM L. EPPERS

5450 E. SELTICE WAY UNIT C POST FALLS, IDAHO 83854

1. ARTICLES OF INCORPORATION OF WHITE KNUCKLE, INC.

WK.AOI\CORP\

The name and address of the incorporator herein and of the persons who shall serve as initial directors until the first annual meeting of the shareholders is:

INCORPORATOR	ADDRESS		
MICHAEL N. HEIMBIGNER	2131 GRANTS COURT POST FALLS, IDAHO 83854		
BOARD OF DIRECTORS	ADDRESS		
WILLIAM L. EPPERS	2131 GRANTS COURT POST FALLS, IDAHO 83854		
MICHAEL N. HEIMBIGNER	2131 GRANTS COURT POST FALLS, IDAHO 83854		

#### VII.

The stock of the corporation shall be non-assessable common stock.

#### VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:
  - 1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

- 2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.
- 3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.
- 4. For any transaction from which the director derives an improper personal benefit.

DATED	this	13 day	of	October	_	1993.
DELLIN	C1170	cay	$\circ$	<u> </u>		エフフン・

MICHAEL N. HEIMBIGNER

STATE OF IDAHO
COUNTY OF KOOTENAI

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

Notary Public for Idaho
Residing at Coeur d'Alene Laydunake
My Commission Expires: 8/18/99 6/06/93

<sup>3.</sup> ARTICLES OF INCORPORATION OF WHITE KNUCKLE, INC.