

# State of Idaho

## Department of State

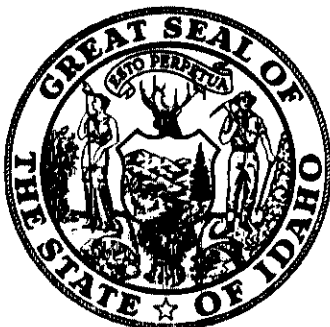
### CERTIFICATE OF INCORPORATION OF

DOUGLAS O. MCCARTER ENTERPRISES, 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: September 2, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Smith*

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**ARTICLES OF INCORPORATION**

**OF**

**Douglas O. McCarter Enterprises, Inc.**

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**FIRST:** The name of the Corporation is Douglas O. McCarter Enterprises, Inc.

**SECOND:** The period of the Corporation's duration is perpetual.

**THIRD:** The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which Corporation may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The capital stock of this Corporation shall consist of ten thousand (10,000) shares of nonassessable, common stock, with no par value.

**FIFTH:** No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation or in such other manner for disposition of shares as may from time to time be agreed upon by the shareholders pursuant to an agreement governing purchase and sale of stock.

**SIXTH:** No director or stockholder shall have personal liability for monetary damages for breach of fiduciary duty as a director, provided, however that a director shall still be liable for the following acts or omissions and no other:

1. For any breach of the directors duty of loyalty to the corporation or its stockholders;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law.
3. Provided for under section 30-1-48 Idaho Code.
4. For any transaction from which the director derived an improper personal benefit;
5. For any act or omission prior to the effective date of this provision, which date shall be the date these Articles of Incorporation are filed with the Idaho Secretary of State.

**SEVENTH:** The location and post office address of the principal place of business of this Corporation in the State of Idaho shall be 350 N. 9th, Suite #500, Boise, ID 83701. The initial registered agent of this Corporation is Merrily Munther and her address is 350 N. 9th, Suite #500, Boise, ID 83701.

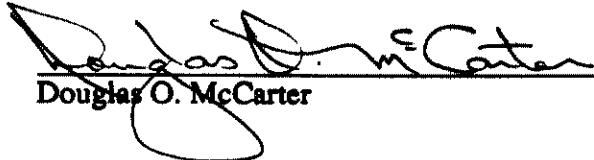
**EIGHTH:** The business of this Corporation shall be managed and conducted by a Board of Directors of initially one (1) director. The director shall be as follows:

<u>Name</u>	<u>Address</u>
Douglas O. McCarter	10384 Summerwind, Boise, Idaho

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Douglas O. McCarter	10384 Summerwind, Boise, Idaho

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18<sup>th</sup> day of August, 1993.

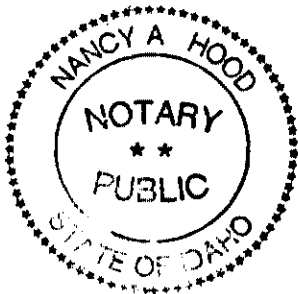
  
Douglas O. McCarter


STATE OF IDAHO                    )  
  ) ss.  
County of Ada                    )

On this 18<sup>th</sup> day of August, 1993, before me, Nancy A. Hood, the undersigned, a Notary Public in and for said state, personally appeared Douglas O. McCarter, known or identified to me to be the Incorporator of the corporation who executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

(SEAL)



  
Notary Public for Idaho  
Residing at BOISE ID.  
My Commission Expires 6/17/98