



CERTIFICATE OF INCORPORATION  
OF

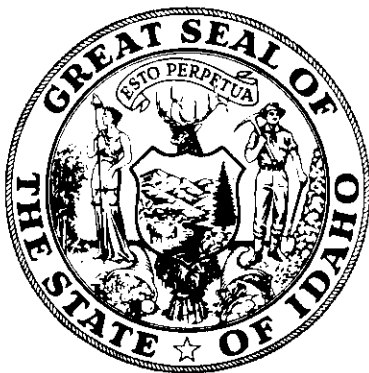
A-1 SERVICE AGENCY, INC.

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 A-1 SERVICE AGENCY, INC.

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: February 1, 1984



SECRETARY OF STATE

by: \_\_\_\_\_



1 to erect or cause to be erected on any real property owned,  
2 held, or occupied by the corporation, buildings or other  
3 structures with their appurtenances, and to rebuild, enlarge,  
4 alter, repair or improve any buildings or other structures now  
5 or hereafter erected on any real property so owned, held or  
6 occupied, and to mortgage, sell, lease or otherwise dispose of  
7 any real property or interests in real property and in  
8 buildings or other structures at any time owned or held by the  
9 corporation.

10 C. To receive, acquire, hold, purchase, dispose of,  
11 convey, mortgage and lease personal property; to dispose of,  
12 sell, lease and assign, transfer, mortgage or convey any  
13 rights, privileges, franchises, or other personal property of  
14 the corporation than its franchise of being a corporation, and  
15 to acquire, purchase, guarantee, hold, mortgage, own, vote,  
16 sell, pledge or otherwise dispose of and deal in shares of  
17 stock, or bonds, securities and debentures and other evidences  
18 of indebtedness of other corporations, domestic or foreign, and  
19 within or without the United States of America.

20 D. To cause to be formed, merged or reorganized or  
21 liquidated, and to promote, take charge of and aid in any way  
22 permitted by law, the formation, merger, reorganization or  
23 liquidation of any corporation, association or entity, domestic  
24 or foreign, either within or without the United States of  
25 America.  
26

1 E. To generally engage in the business of buying,  
2 selling, or otherwise dealing in notes, open accounts or other  
3 similar evidences of debt, and any and all other forms of real,  
4 personal or mixed property choses in action; to receive and  
5 accept transfers, pledges, mortgages and conditional sales  
6 contracts and to deal with the same as owner, lender, assignee,  
7 factor, or otherwise as a means of security or of recovering  
8 money or property advanced, invested or loaned; to conduct  
9 investigations and credit or business researches; and to  
10 repossess by legal process or otherwise for the enforcement of  
11 any property rights, liens, or interest in property.

12 F. To borrow money and otherwise incur indebtedness  
13 without limit as to amount, and to draw, make, accept, endorse,  
14 transfer, assign, guarantee, execute and issue loans,  
15 debentures, notes, checks, drafts, bills of exchange,  
16 negotiable instruments, and all other instruments for the  
17 payment of money, negotiable or nonnegotiable, and whether  
18 secured or unsecured.

19 G. To conduct business in this state, other states,  
20 District of Columbia, territories or colonies of the United  
21 States and in foreign countries, and to have one or more  
22 offices and places of business out of this state, and to  
23 acquire, receive, purchase, lease, mortgage, dispose of and  
24 convey real or personal property situated therein.

25 H. To acquire the good will, rights and property, and  
26

1 the whole or any part of the assets, tangible or intangible,  
2 and to undertake or in any way assume the liabilities of any  
3 person, firm, association or organization; to pay for the good  
4 will, rights, property and assets in cash, the stock of this  
5 corporation or bonds of this corporation or otherwise, or by  
6 undertaking the whole or any part of the liabilities of the  
7 transferor; to hold or in any manner to dispose of the whole or  
8 any part of the property so acquired; and to conduct in any  
9 lawful manner the whole or any part of the business so  
10 acquired, and to exercise all powers necessary or convenient in  
11 the conduct and management of such business.

12 I. To apply for, purchase, register or in any manner  
13 to acquire, and hold, own, use, operate and introduce, and to  
14 sell, lease, assign, pledge or in any manner dispose of, and in  
15 any manner deal with patents, patent rights, licenses,  
16 copyrights, trademarks, trade names, and to acquire, own, use  
17 or in any manner dispose of any and all inventions,  
18 improvements, processes, labels, designs, brands or other  
19 right, and to work, operate or develop the same, and to carry  
20 on any business, manufacturing or otherwise, which may directly  
21 or indirectly promote these objects or any of them.

22 J. To purchase, insofar as the same may be done  
23 without impairing the capital of the corporation, except as  
24 otherwise permitted by law, and to hold, pledge and reissue  
25 shares of its own capital stock; provided that such stock,  
26

1 while so acquired and held, shall not be entitled to vote nor  
2 to receive dividends.

3 K. To guarantee the performance of contracts,  
4 agreements, undertaking, obligations, promises or duties of  
5 contractors, subcontractors or other persons.

6 L. To have, exercise and enjoy all of the powers now  
7 or hereafter granted to corporations organized under the laws  
8 of the State of Idaho, and particularly all of the powers and  
9 privileges granted to corporations by Chapter 1 of Title 30 of  
10 the Idaho Code, and any present and future amendments thereto,  
11 and to do any act or thing necessary or convenient for the  
12 transaction of the aforementioned business purposes and the  
13 carrying into effect of any and all of the aforesaid objects  
14 and purposes.

15 M. To enter into contracts or obligations of any type  
16 or kind essential, necessary, convenient or proper to the  
17 transaction of its ordinary business affairs, or for any of the  
18 objects and purposes of the corporation. To appoint agents,  
19 subagents and salesmen, and to enter into all necessary  
20 contracts with agents, subagents, salesmen and dealers.

21 N. All of the foregoing provisions of this Article II  
22 are to be construed as both objects and powers, and it is  
23 hereby expressly provided that the enumeration herein of  
24 specific objects and powers shall not be held to limit or  
25 restrict in any manner the general powers of the corporation;  
26

1 provided, however, that nothing herein contained shall be  
2 deemed to authorize or permit the corporation to carry on any  
3 business or to exercise any power or to do any act which  
4 corporations formed under the laws of the State of Idaho may  
5 not carry on or do at the time. It is the intention that the  
6 purposes, objects and powers specified in each of the  
7 paragraphs of this Article II of these Articles of  
8 Incorporation shall, except as otherwise provided, in no wise  
9 be limited or restricted by reference or inference from the  
10 terms of any other clause or paragraph in this Article, or of  
11 any other provision of these Articles of Incorporation.

12  
13 ARTICLE III.

14 The corporation shall have perpetual existence.

15  
16 ARTICLE IV.

17 The location and post office address of the  
18 corporation's registered office and primary office of business  
19 shall be at 811 7th Street South, Nampa, Idaho 83651; the  
20 registered agent of the corporation is Ronald L. Pirnie of 2121  
21 E. Maryland, Nampa, Idaho; initial directors are:

22  
23 Glenda C. Coburn  
24 1805 Checola Drive  
25 Nampa, Idaho 83651

Harold L. Sellman  
715-10th Avenue South Ext.  
Nampa, Idaho 83651

26 Jay Ashton

William P. Hartman

1 104 Palmer Drive  
Nampa, Idaho 83651

1608 W. Cherry Lane  
Nampa, Idaho 83651

2  
3 Ronald L. Pirnie  
2121 E. Maryland  
4 Nampa, Idaho 83651

5 ARTICLE V.

6  
7 The amount of capital stock of this corporation shall  
8 be 2,000 shares of \$100.00 par value common stock.

9 ARTICLE VI.

10  
11 The name and post office address of the incorporators  
12 are as follows:

13  
14 Glenda C. Coburn  
1805 Checola Drive  
15 Nampa, Idaho 83651

Harold L. Sellman  
715-10th Avenue South Ext.  
Nampa, Idaho 83651

16  
17 Jay Ashton  
104 Palmer Drive  
18 Nampa, Idaho 83651

William P. Hartman  
1608 W. Cherry Lane  
Nampa, Idaho 83651

19  
20 Ronald L. Pirnie  
2121 E. Maryland  
21 Nampa, Idaho 83651

22 ARTICLE VII.

23 The Board of Directors shall consist of five (5)  
24 directors, but during their term of office, or thereafter, the  
25 number of directors may be increased or decreased from time to  
26 time as may be provided by the By-Laws; provided, however, that



1 the number of directors constituting the Board of Directors  
2 shall not be less than three (3) nor more than seven (7).  
3 However, that where all of the shares of the corporation are  
4 owned beneficially and of record by either one or two  
5 stockholders, the number of directors may be less than three,  
6 but not less than the number of stockholders.

7  
8 ARTICLE VIII.

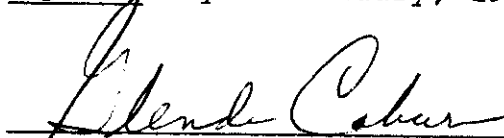
9 The Board of Directors, by a majority vote, shall  
10 have the power to adopt By-Laws, and to repeal and amend  
11 By-Laws.


12  
13 ARTICLE IX.

14 No contract or other transaction between the  
15 corporation and any other corporation, whether or not majority  
16 of the shares of the capital stock of such other corporation is  
17 owned by the corporation, and no act of the corporation, shall  
18 be in any way affected or invalidated by the fact that any of  
19 the directors of the corporation are pecuniarily or otherwise  
20 interested, or are directors or officers of such other  
21 corporation; any director individually, or any firm of which  
22 such director may be a member, may be a party to, or may be  
23 pecuniarily or otherwise interested in, any contract or  
24 transaction of the corporation, provided that the fact that he  
25 or she or such firm is so interested shall be disclosed or  
26

1 shall have been known to the Board of Director; and the  
2 Director of the corporation who is also so interested, may be  
3 counted in determining the existence of a quorum at any meeting  
4 of the Board of Directors of the corporation which shall  
5 authorize such contract or transaction, with like force and  
6 effect as if he or she were not such director or officer of  
7 such corporation, or not so interested.

8 IN WITNESS WHEREOF, the undersigned incorporators of  
9 said corporation have hereunto set their hand and seal this  
10 30<sup>th</sup> day of January, 1984.

11   
12 \_\_\_\_\_  
13 GLENDA C. COBURN

  
\_\_\_\_\_  
HAROLD L. SELLMAN

14   
15 \_\_\_\_\_  
16 JAY ASHTON

  
\_\_\_\_\_  
WILLIAM P. HARTMAN

16   
17 \_\_\_\_\_  
18 RONALD L. PIRNIE

19 STATE OF IDAHO )  
20 : ss.  
21 County of Canyon )

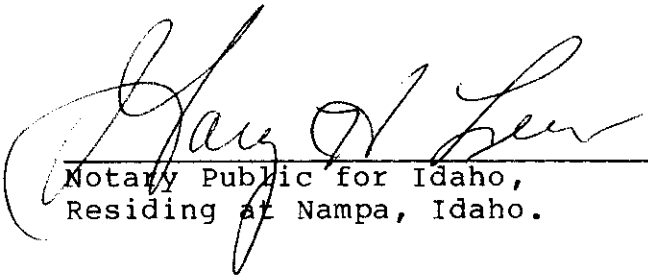
22 On this 30<sup>th</sup> day of January, 1984, before me, the  
23 undersigned, a Notary Public in and for said State, personally  
24 appeared Glenda C. Coburn, Harold L. Sellman, Jay Ashton, and  
25 William P. Hartman, known to me to be the persons whose names are  
26 subscribed to the foregoing 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.

Gary H. Lew  
ATTORNEY-AT-LAW

(208) 466-4028  
503 11th Avenue South  
Nampa, Idaho 83651-4295

1 (SEAL)

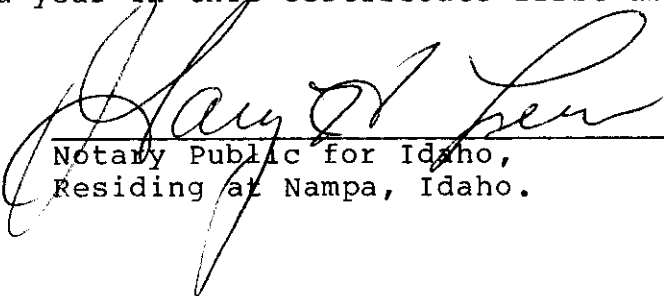
  
Notary Public for Idaho,  
Residing at Nampa, Idaho.

2  
3  
4  
5 STATE OF IDAHO )  
6 : ss.  
County of Canyon )

7 On this 30<sup>th</sup> day of January, 1984, before me, the  
8 undersigned, a Notary Public in and for said State, personally  
9 appeared Ronald L. Pirnie known to me to be the person  
whose name is subscribed to the foregoing instrument and  
acknowledged to me that he executed the same.

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

12 (SEAL)

  
Notary Public for Idaho,  
Residing at Nampa, Idaho.