

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

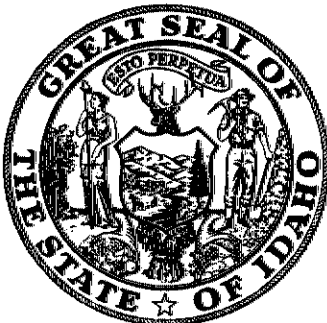
SAWTOOTH RED, INC.

File number C 107435

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: August 24, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

ARTICLES OF INCORPORATION  
OF  
SAWTOOTH RED, INC.

AUG 24 1 52 PM '94

SECRETARY OF STATE  
The undersigned subscriber to these Articles of  
Incorporation, a natural person competent to contract,  
forms a corporation under the laws of the State of Idaho

CLERK OF COURT  
COUNTY SECRETARY OF STATE  
19940824 0900 23383 2  
CK # 14801 DIST# 40081  
100.00= 100.00

# : C

ARTICLE I NAME

The name of the corporation shall be SAWTOOTH RED, INC

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all  
lawful activities or business permitted under the laws of the  
United States, the State of Idaho, or any other state, county,  
territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation  
is authorized to have outstanding at any one time is 100,000 shares  
of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the  
corporation shall be 3212 Cherry Ln., Boise, Id. 83705 and the  
name of the initial Registered Agent for the corporation at that  
address is Derald Carper.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under  
the requirements of Section 1244 of the Internal Revenue Code  
and the regulations issued thereunder. Such actions as may be  
necessary shall be deemed to have been taken by the appropriate  
officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration  
for his services, shall, in the absence of fraud, be indemnified,  
whether then in office or not, for the reasonable cost and  
expenses incurred by him in connection with the defense of, or  
for advice concerning any claim asserted or proceeding brought  
against him by reason of his being or having been a director,

stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Derald P. Carper, 3212 Cherry Lane, Boise, Id. 83705  
Doris N. Carper, 3212 Cherry Lane, Boise, Id. 83705


#### ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Derald P. Carper  
3212 Cherry Lane  
Boise, Id. 83705

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of August, 1994.

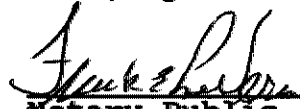
Incorporator:



STATE OF Idaho  
COUNTY OF Ada

The foregoing instrument was executed and acknowledged  
before me this 24th day of August, 1994, by Derald P. Carper.

(SEAL)

  
Notary Public  
State of Idaho  
My Commission Expires:  
September 12, 1994

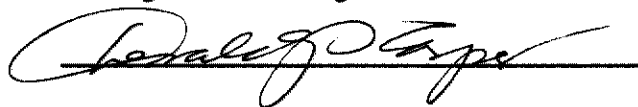
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of  
the State of Idaho. Sawtooth Red, Inc., a corporation organizing  
under the laws of the State of Idaho, with its principal office  
located at 3212 Cherry Lane, Boise, Id. 83705, Boise, Id. 83705,  
has named Derald P. Carper, whose address is 3212 Cherry Ln.,  
Boise, Id. 83705, as its Agent to accept service of process  
within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process;  
to keep the office open during prescribed hours; to post my name  
(and any other officers of said corporation authorized to accept  
service of process at the above designated address) in some  
conspicuous place in the office as required by law.

Registered Agent:



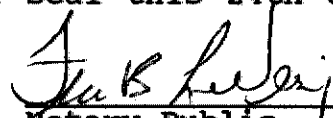
STATE OF Idaho  
COUNTY OF Ada

BEFORE ME, the undersigned authority, this day personally  
appeared Derald P. Carper, who, after being duly sworn, deposes and  
says that the facts and matters contained above are true and  
correct, and that he has executed the same for the purposes  
expressed herein.

WITNESS my hand and official seal this 24th day of August,  
1994.

(SEAL)

Idaho \_\_\_\_\_

  
Notary Public

State of Idaho

My Commission Expires:  
September 12, 1994