

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

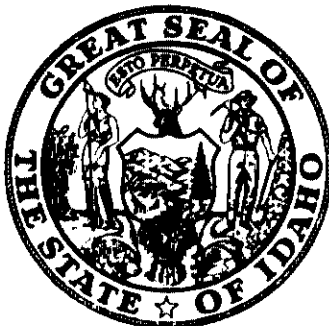
**TORRES & CARNES, INC.**

**File number C 110860**

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: June 5, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herald*

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**ARTICLES OF INCORPORATION**  
STATE OF IDAHO  
OF

**TORRES & CARNES, INC.**

IDAHO SECRETARY OF STATE  
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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America and the State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify, and file this certificate and Articles of Incorporation for the purpose as follows:

**ARTICLE I.**

**NAME OF CORPORATION**

The name of this corporation shall be and is:

**TORRES & CARNES, INC.**

**ARTICLE II.**

**PURPOSES**

The purposes and powers of the corporation shall be:

**Section 1.** To own, establish, conduct, lease, and otherwise acquire and carry on the business of **TORRES & CARNES, INC..**

**Section 2.** In general to operate a consulting business of consulting and to do everything that is necessary, desirable, or conducive to the accomplishment of such

**purposes:**

**Section 3. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.**

**Section 4. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities, and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.**

**Section 5. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.**

**Section 6. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain, and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery, and utensils, and all other personal property or fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage, or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies, and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.**

**Section 7. To engage in any or all of the purposes or powers enumerated in**

**this Article II as a partner or joint venture in such transactions.**

**Section 8. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.**

**Section 9. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.**

### **ARTICLE III.**

#### **CORPORATE EXISTENCE**

**The term of existence of this corporation shall be perpetual.**

### **ARTICLE IV.**

#### **PRINCIPAL PLACE OF BUSINESS**

**Section 1. The location of the corporation's registered office in this state is 2147 Ironwood Drive, Idaho Falls, Idaho 83402, the corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The Post Office address of the registered offices shall be P.O. Box 2007, Idaho Falls, Idaho 83403-2007.**

**Section 2. The operation and business of this corporation shall be carried out in the City of Idaho Falls, County of Bonneville, State of Idaho, and in such other counties**

in the State of Idaho and in other states of the United States as the Board of Directors may from time to time decide.

**Section 3.** The initial registered agent for the corporation shall be Walter B. Carnes and the address is 2147 Ironwood Drive, Idaho Falls, Idaho 83402.

#### **ARTICLE V.**

##### **CAPITAL STOCK**

**Section 1.** This company is a stock company chartered under the laws of the State of Idaho.

**Section 2.** The amount of authorized capital stock of this corporation shall be One Million (1,000,000) shares with no par.

#### **ARTICLE VI**

##### **MANAGEMENT**

**Section 1.** The management of this corporation shall be vested in a Board of Director. The Director shall be elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

**Section 2.** The number of Directors constituting the initial Board of Directors of the corporation shall be one (1) who are to serve as Directors until the first annual meeting of Stockholders or until his successors shall have been elected and qualified and who are named as follows:

**Morris Rodrigues Torres**

**Morris Rodrigues Torres**

**Section 3.** The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the Directors shall be the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

**Section 4.** No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the 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 may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

## **ARTICLE VII.**

### **INCORPORATORS**

The name, post office address, and number of shares subscribed by each of the incorporators are as follows:

<b>Shareholder &amp; Address</b>	<b>Number of Shares</b>
Morris Rodrigues Torres 690 Winston Avenue Idaho Falls, Idaho 83401	510,000.00
Walter Bradley Carnes 2147 Ironwood Drive Idaho Falls, Idaho 83402	490,000.00

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

## **ARTICLE VIII.**

### **AMENDMENTS**

The corporation may amend, alter, add to, change, or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto  
set our hands and seals this 11<sup>th</sup> day of May, 1995.

Morris R. Torres  
MORRIS RODRIGUES TORRES

Walter Bradley Carnes  
WALTER BRADLEY CARNES

STATE OF IDAHO           )  
                                  :SS.  
County of Bonneville    )

On this 11<sup>th</sup> of May, 1995, before me, the undersigned, a Notary Public  
in and for the State of Idaho, personally appeared MORRIS RODRIGUES TORRES and  
WALTER BRADLEY CARNES each known to me to be the person whose names are  
subscribed to the above and foregoing Articles of Incorporation 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 first above written.

Douglas R. Nelson  
Notary Public for State of Idaho  
Residing at Idaho Falls  
My Commission Expires: 3.14.99

(SEAL)

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