

# *State of Idaho*

## **Department of State**

### **CERTIFICATE OF INCORPORATION OF**

**ARROW POINT DEVELOPMENT COMPANY, 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: November 12, 1992



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

By *[Signature]*

Nov 12 9 28 AM '92  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**ARROW POINT DEVELOPMENT COMPANY, INC.**

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**NAME**

The name of the Corporation is Arrow Point Development Company, Inc.

**ARTICLE II**

**PURPOSE**

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

**ARTICLE III**

**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE IV**

**SHARES**

The total authorized stock of the Corporation is ten thousand (10,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

## **ARTICLE V**

### **NON-CUMULATIVE VOTING**

The shareholders shall not have the right of cumulative voting as provided by Idaho Code §30-1-33(d).

## **ARTICLE VI**

### **REGISTERED OFFICE**

The address of the initial registered office is 715 North 4th Street, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is Roger L. Stewart.

## **ARTICLE VII**

### **DIRECTORS**

The initial board of directors shall consist of three (3) directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Paul Stewart, Jr.	715 North 4th Street Coeur d'Alene, ID 83814
Robert Romer	P.O. Box 999 Coeur d'Alene, ID 83816-0999
P.W. Robert Miller	P.O. Box 999 Coeur d'Alene, ID 83816-0999

## **ARTICLE VII**

### **BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the

stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

#### ARTICLE IX

##### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

#### ARTICLE X

##### INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
P.W. Robert Miller	P.O. Box 999 Coeur d'Alene, ID 83816-0999
Roger L. Stewart	715 North 4th Street Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 10th day of November, 1992.

  
P.W. Robert Miller

  
Roger L. Stewart

STATE OF IDAHO           )  
                              : ss.  
County of Kootenai    )

On this 10th day of November, 1992, before me Janet D. Robnett, the undersigned Notary Public, personally appeared P.W. Robert Miller, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

Janet D. Robnett  
Notary Public for Idaho  
Residing at Coeur d'Alene  
Commission Expires: 4-26-97

STATE OF IDAHO           )  
                              : ss.  
County of Kootenai    )

On this 10th day of November, 1992, before me Janet D. Robnett, the undersigned Notary Public, personally appeared Roger L. Stewart, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

Janet D. Robnett  
Notary Public for Idaho  
Residing at Coeur d'Alene  
Commission Expires: 4-26-97

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