

# State of Idaho

## Department of State

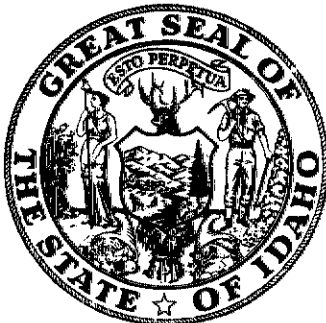
### CERTIFICATE OF INCORPORATION OF

COVENANT, INCORPORATED  
File number C 107721

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 21, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Siple*

**ARTICLES OF INCORPORATION OF  
COVENANT, INCORPORATED**

IDAHO SECRETARY OF STATE  
19940912 0900 27250 2  
CK #: 2149 CUST# 40456  
CORP  
1@ 100.00= 100.00

# : C

**ARTICLE 1**

***NAME***

The name of this corporation is Covenant, Incorporated.

**ARTICLE 2**

***REGISTERED OFFICE AND REGISTERED AGENT***

The physical address of the initial registered office of the corporation is 403 South Roosevelt Street, City of Moscow, County of Latah, Idaho 83843; and the name of the initial registered agent, whose address is at such office, is James Rose.

**ARTICLE 3**

***PERIOD OF DURATION***

The period of duration is intended to be perpetual. However, the corporation may be dissolved by the act of the corporation according to 30-1-84, Idaho Code.

**ARTICLE 4**

***PURPOSE***

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE 5**

***AUTHORIZED SHARES***

The corporation is authorized to issue only one class of shares, which shall be designated common stock. The total number of shares that the corporation is authorized to issue is 300 shares of no-par value.

RECEIVED  
SEC. OF STATE

94 SEP 21 AM 8 44

## **ARTICLE 6**

### ***STOCK TRANSFER RESTRICTIONS***

#### **A. Right of First Refusal**

Each stockholder shall offer to the corporation a ninety (90) day "first refusal" option to purchase his stock should he elect to sell his stock.

#### **B. Consent Restraint**

A would-be seller is required to gain the permission of the corporation's board of directors for any sale of shares other than to the corporation or pro rata to present shareholders. This will be done to:

1. Maintain the balance of power within the organization.
2. Control the number of shareholders.
3. Preserve the status of a close corporation.
4. Keep unwanted persons out of the corporation.

## **ARTICLE 7**

### ***NAME OF INCORPORATOR***

The name and mailing address of the incorporator is as follows: James W. Rose, 403 South Roosevelt Street, Moscow, Idaho 83843.

## **ARTICLE 8**

### ***DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS***

The powers of the Incorporator are to be terminated upon filing of the Articles of Incorporation. The number constituting the initial board of Directors shall be three (3). The name and mailing addresses of the three (3) persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

James W. Rose, 403 South Roosevelt Street, Moscow, Idaho 83843

Thomas W. Ivie, 3090 E. Palouse River Dr. #102, Moscow, Idaho 83843

Lori Rose, 2819 Gemini Pl., Caldwell, Idaho 83605

## **ARTICLE 9**

### ***AUTHORIZATION OF DIRECTORS TO AMEND BY-LAWS***

The Board of Directors of the corporation is expressly authorized to make, alter or repeal by-laws of the corporation, but the stockholders may make additional by-laws and may alter or repeal any by-law whether adopted by them or otherwise.

## **ARTICLE 10**

### ***INDEMNIFICATION OF DIRECTORS AND OFFICERS***

The corporation shall indemnify to the full extent permitted by law any person made or threatened to be made a party to an action of proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a predecessor of the corporation or serves or served any other enterprise as a director, officer or employee at the request of the corporation or any predecessor of the corporation.

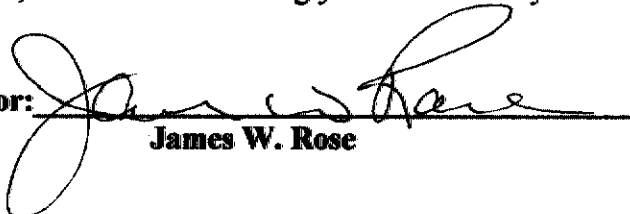
## **ARTICLE 11**

### ***ELIMINATION OF MONETARY LIABILITY OF DIRECTORS IN CERTAIN CIRCUMSTANCES***

To the fullest extent permitted by the Idaho Business Corporation Act as the same now exists or may hereafter be amended in a manner more favorable to directors, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, **The Undersigned**, for the purpose of forming a corporation under the laws of the State of Idaho do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

Signature of Incorporator:



James W. Rose

Executed this Nineteenth day of September, 1994