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# State of Idaho

## Department of State

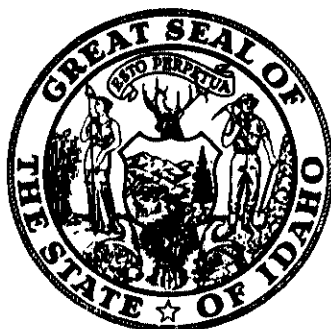
### CERTIFICATE OF INCORPORATION OF

JC & ASSOCIATES, 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: April 1, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Jibel*

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE

JC & ASSOCIATES, INC.

\* \* \*

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, an adult citizen of the United States and resident of the State of Idaho, does hereby establish JC & Associates, Inc., as a corporation under the provisions of Chapter 1, Title 30, Idaho Code, and in furtherance of said purpose does hereby certify:

1. Name. The name of the Corporation is JC & Associates, Inc.

2. Purposes. The Corporation is established for the purpose of conducting any and all business that may be conducted by or on behalf of corporations in the State of Idaho.

3. Duration. The Corporation shall have perpetual existence.

4. Authorized shares. The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of the par value of \$1.00 each, all of one of class, which shall be designated common stock.

5. Registered office and agent. The address of the initial registered office of the Corporation is 5283 Willamette, Boise, Idaho 83705. The name of the initial registered agent at such address is John Cooley.

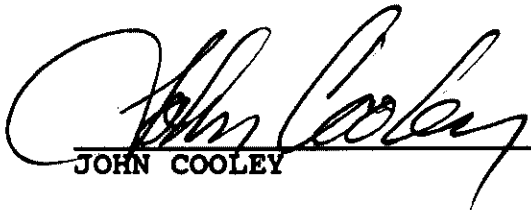
6. Directors. The management of the affairs of this Corporation shall be vested in the Board of Directors. The Board shall initially consist of one director, namely, John Cooley.

The Board, pursuant to procedures established in the By-Laws of the Corporation, may increase the number of directors to a maximum of three, provided that no person shall serve as a director who is not a shareholder of the Corporation. Other qualifications of the directors, their terms of office, and manner of election or appointment shall be provided for in the By-Laws. John Cooley, P.O. Box 16653, Boise, Idaho 83715, shall serve as sole director until the first annual meeting of shareholders or until his successor or successors be selected and qualified.

7. Incorporator. The name and address of the incorporator of this Corporation is John Cooley, P.O. Box 16653, Boise, Idaho 83715. Said incorporator is a shareholder of the Corporation, having subscribed to 5,000 shares of the capital stock.

8. Amendments. These Articles of Incorporation may be altered or amended in any manner as provided by law.

IN WITNESS WHEREOF, these Articles have been signed this 15<sup>th</sup> day of April, 1994.

  
\_\_\_\_\_  
JOHN COOLEY

STATE OF IDAHO     )  
                          :  SS  
County of Ada     )

On this 1<sup>st</sup> day of April, 1994, before me, the undersigned, a Notary Public in and for said state, personally appeared JOHN COOLEY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

Teresa L. Griffith  
NOTARY PUBLIC FOR IDAHO  
Residing at: Moscow, ID  
My Commission Expires: 6/15/94

(seal)