

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

CABELLIN PRODUCTS, INC.,

was filed in the office of the Secretary of State on the **Third** day of **March** A.D. One Thousand Nine Hundred **Sixty-six** and **will be** / duly recorded on ~~Film-Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Caldwell,** in the County of **Canyon.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **3rd** day of **March**, A.D., **1966**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CARMELLEN PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the general corporation laws of the State of Idaho and acts amendary thereof and supplementary thereto, do hereby certify as follows:

FIRST: The name of this corporation is "CARMELLEN PRODUCTS, INC."

SECOND: The purposes specified herein shall be construed as purposes and powers and shall not be limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers 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. The purposes and objects for which this corporation is formed are as follows:

- a. To engage in any commercial, industrial, mining and agricultural enterprise permitted under the laws of the State of Idaho and gener-

ally to engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

b. To buy, contract to buy, lease, receive, manufacture, produce, or otherwise acquire; to hold, own, lease, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; to assign, sell, contract to sell, exchange, give or otherwise dispose of; and to import, export, distribute or otherwise deal in and with personal property of every kind, whether now known or hereafter to be discovered or invented.

c. To buy, contract to buy, lease, receive, or otherwise acquire; to hold, own, occupy, operate, manage, improve, develop, or otherwise use; to mortgage, pledge, or otherwise encumber; and to convey, sell, contract to sell, exchange, give or otherwise dispose of and deal in real property including its appurtenances and each and every right, interest or estate therein.

d. To buy, contract to buy, receive, or otherwise acquire; to hold, own, manage, vote or otherwise use; to assign as security, pledge or otherwise encumber; and to sell, contract to sell, exchange, assign, endorse, give or otherwise dispose of and deal in all kinds of stocks, bonds, securities, negotiable instruments, contracts, mortgages or other evidence of indebtedness.

e. To make, perform and carry out contracts of every kind for any lawful purpose and for any amount with any person, firm, association or corporation, either public or private, or with any city, county, state or government or any agency thereof.

- f. To arrange credit and borrow money from any private, commercial or government source; to evidence such borrowings by issuing negotiable and non-negotiable contracts, bonds, debentures, promissory notes or other evidence of indebtedness; and to secure such borrowings, contracts or any of the obligations of the corporation or of any other person, firm, association or corporation by issuing assignments for security, pledges, mortgages, trust deeds or any other forms of encumbrances upon all or any part of the assets of the corporation.
- g. To evidence, guarantee or otherwise become liable or responsible for the debts or performance of any person, firm, association or corporation; and to loan money and extend credit in any amount, with or without security, to any person, firm, association or corporation.
- h. To act as agent, factor, broker, middleman, forwarder or in any other capacity for any person, firm, association or corporation.
- i. To employ employees, agents, brokers, salesman or persons, firms, association or corporations in any other capacity for carrying on any business of the corporation.
- j. To buy, acquire, hold, sell, exchange, re-issue or cancel any shares of its own capital stock but the shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.
- k. To organize and become a member of a partnership; and to organize, incorporate and reorganize subsidiary corporations, joint stock companies and associations for any purpose permitted by law.

1. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under any of the general corporation laws of the State of Idaho, or under any acts amendary thereof or supplementary thereto or substituted therefor.

m. To exercise all of the powers and purposes provided in these articles by and through its Board of Directors without the necessity of securing the authorization of the stockholders.

THIRD: This corpration is to have perpetual existence.

FOURTH: The location of and post office address of the registered office of this corporation is P. O. Box 1072, Caldwell, Idaho

FIFTH: The amount of the authorized capital stock of this corporation shall be \$25,000.00 divided into 25,000 shares of common stock of the par value of \$1.00 per share.

SIXTH: The name and post office address of each incorporator and the number of shares of common stock for which each has subscribed are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Gabriel Chertudi	Jordan Valley, Oregon	1
Felix Chertudi	P. O. Box 714, Caldwell, Idaho	1
Jack G. Harris	Route #4, Caldwell, Idaho	1
Irvin Hetrick Jr.	Route #2, Wilder, Idaho	1

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of this corporation shall not be subject to the assessments for the purpose of paying expenses, conducting business, or paying debts of this corporation.

EIGHTH: The number of directors of this corporation shall be as specified in the by-laws and such number may be increased or decreased in such manner as may be provided in the by-laws but the number of directors shall not be less than three.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter provided by law by a two-thirds vote of its stockholders, represented in person or by proxy at any annual meeting of the shareholders or any special meeting duly called for that purpose, except where the laws of the State of Idaho provide otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 25 day of

Feb, 1966.

Gabriel Chertudi
Incorporator, Gabriel Chertudi

Felix Chertudi
Incorporator, Felix Chertudi

Jack G. Harris
Incorporator, Jack G. Harris

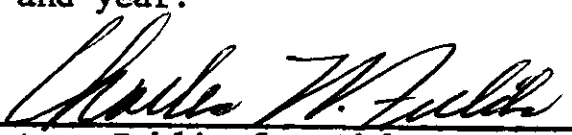
Irvin Hetrick Jr.
Incorporator, Irvin Hetrick Jr.

STATE OF IDAHO, County of Canyon) ss

On this 25th day of February, 1966, before me,
a Notary Public in and for said state, personally appeared
FELIX CHERTUDI, JACK G. HARRIS and IRVIN HETRICK JR. -----

known to me to be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed the same, and that
they were citizens of the United States and over the age of twenty-one
years.

WITNESS my hand and seal the same day and year.



Notary Public for Idaho


Residing at Caldwell, Idaho

STATE OF IDAHO, County of Owyhee) ss

On this 26th day of February, 1966, before me,
a Notary Public in and for said state, personally appeared
GABRIEL CHERTUDI -----

known to me to be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed the same, and that
they were citizens of the United States and over the age of twenty-one
years.

WITNESS my hand and seal the same day and year.



Notary Public for Idaho
Residing at Marsing, Idaho