

# State of Idaho

## Department of State

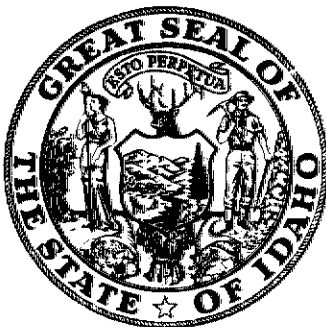
### CERTIFICATE OF INCORPORATION OF

S V DESIGNS, INC.  
File number C 118322

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: February 18, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Shirley Delmar*

ARTICLES OF INCORPORATION

OF

FEB 18 8 42 AM '97

S V DESIGNS, INC.

SECRETARY OF STATE  
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a citizen of the United States of America, being over the age of 18 years, does hereby form a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the corporation shall be S V Designs, Inc.

ARTICLE 2: PURPOSES: The corporation is organized for the purposes of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE 3: TERM: The corporation is to have perpetual existence.

ARTICLE 4: REGISTERED OFFICE & REGISTERED AGENT: The registered office of the corporation shall be located at, 1106 Hansen Avenue, Burley, Idaho, 83318. The registered agent for the corporation shall be Tom Vaughn, whose business office is identical with the registered office of the corporation.

ARTICLE 5: CORPORATE STOCK: The total number of shares which the corporation is authorized to issue is 10,000.

IDAHO SECRETARY OF STATE  
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shares with each share having as its par value 10 cents. The Board of Directors may from time to time fix the consideration for which such shares shall be issued and sold, provided they may not be issued or sold at a value less than par. The capital stock when fully paid, shall be nonassessable, shall be one class of which all shall be voting. Voting of the stock shall be cumulative.

ARTICLE 6: INCORPORATOR: The name and post office address of the Incorporator is:

R. C. Stone  
P. O. Box 910  
Burley, Idaho 83318

ARTICLE 7: DIRECTORS: The initial Board of Directors shall consist of two directors who shall be:

Tom Vaughn  
P.O. Box 852  
1106 Hansen Avenue  
Burley, Idaho 83318

Allen Richard Smith, Jr.  
5232 East Charter Oak Road  
Scottsdale, Arizona 85254

The initial Board of Directors shall serve until the first annual meeting of the shareholders at which time their successors shall be elected and qualified. The Bylaws shall specify the number of Directors for the corporation to be elected at the first annual meeting of shareholders, and thereafter.

ARTICLE 8: CONTRACTS: No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way 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 a contract or transaction of the corporation and any directors of the corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with the same right, force and effect as if he were not such director or officer of such corporation and not so interested therein. The same shall apply if any officer or director of this corporation shall be interested in any other form of business entity dealing with this corporation.

ARTICLE 9: NON-LIABILITY OF DIRECTORS: No director of the corporation shall be liable to the corporation or its stock holders for monetary damages for breach of fiduciary duty as the director. This provision shall be subject to the limitations provided in the Idaho Business Corporation Act.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this 14 day of February, 1997.

  
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R.C. Stone