



**CERTIFICATE OF INCORPORATION
OF**

KHL CORP.

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 14, 1990



SECRETARY OF STATE

by: 

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SEC. OF STATE

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**ARTICLES OF INCORPORATION
OF
KHL CORP.**

The undersigned incorporator, being a natural person eighteen (18) years of age or more and desiring to form a body corporate under the laws of the state of Idaho, does hereby sign, verify, and deliver, in duplicate, to the Idaho Secretary of State these Articles of Incorporation for the above-named corporation (hereinafter referred to as the "Corporation"):

**ARTICLE I
NAME**

The name of the Corporation shall be: KHL Corp.

**ARTICLE II
PERIOD OF DURATION**

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND POWERS**

The Corporation is organized for the following purpose or purposes:

To engage in any lawful act or activity for which a corporation may be organized under the laws of the state of Idaho and to exercise all powers permitted thereby.

**ARTICLE IV
AUTHORIZED SHARES**

The Corporation shall have authority to issue a total of 100,000 shares of common stock, par value \$0.01 per share (hereinafter the "Common Stock").

The Common Stock of the Corporation shall be nonassessable and shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available therefor.

On voluntary or involuntary liquidation or termination of the Corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each.

The holders of Common Stock shall not have the right to cumulate their votes for the election of directors or for any other purpose, and holders of Common Stock shall not have pre-emptive rights to purchase or subscribe for any shares of Common Stock or other securities of the Corporation subsequently issued.

ARTICLE V

TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected by the fact that a director or officer of the Corporation has an interest in, or is a director or officer of, such other firm or corporation. Any officer or director, individually or with others, may be a party to, or may have an interest in, any transaction of the Corporation or any transaction in which the Corporation is a party or has an interest. Each person who is now or may become an officer or director of the Corporation is hereby relieved from liability that he might otherwise incur in the event such officer or director contracts with the Corporation, individually or in behalf of another corporation or entity, in which he may have an interest; *provided*, that such officer or director acts in good faith.

ARTICLE VI

LIMITATION ON LIABILITY

A director of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty, except (i) for any breach of a director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability arising from any action under section 30-1-48 of the Idaho Business Corporation Act as it may from time to time be amended or any successor provision thereto, or (iv) for any transaction from which a director derived an improper personal benefit.

ARTICLE VII

DISTRIBUTIONS IN PARTIAL LIQUIDATION

The board of directors of the Corporation may, from time to time distribute to the shareholders in partial liquidation, out of capital or capital surplus of the Corporation, a portion of its assets, in cash or property, to the full extent permitted by the Idaho Business Corporation Act, as now existing or as hereafter amended.

ARTICLE VIII

RIGHT TO ACQUIRE OWN SHARES

The Corporation shall have the right to redeem, purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

**ARTICLE IX
RESTRICTIONS ON RIGHT TO TRANSFER STOCK**

Pursuant to the authority granted by section 30-1-23A of the Idaho Business Corporation Act, shares of stock in the Corporation shall not be transferred or sold until the sale or transfer shall have been reported to the board of directors and approved by them.

**ARTICLE X
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal all or any portion of the provisions contained in its Articles of Incorporation from time to time in accordance with the laws of the state of Idaho, and all rights conferred on stockholders herein are granted subject to this reservation.

**ARTICLE XI
ADOPTION OR AMENDMENT OF BYLAWS**

The initial bylaws of the Corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors, but the shareholders of the Corporation may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Idaho Business Corporation Act, as now existing or as hereafter amended, or these Articles of Incorporation.

**ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's registered office in the state of Idaho is #7 Warm River, P. O. Box 323, Ashton, Idaho 83420. The name of its initial registered agent at such registered office is Karl H. Lewies. Either the registered office or the registered agent may be changed in the manner provided for by law.

**ARTICLE XIII
INITIAL BOARD OF DIRECTORS**

The governing board of the Corporation shall be known as the board of directors, and the number of directors comprising the board of directors shall be fixed by the bylaws of the Corporation, *provided that the number of directors shall not be less than three unless the number of shareholders of the Corporation is less than three in which event the number of directors shall not be less than the number of shareholders.*

The name and address of the member of the initial board of directors to serve until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

Name

Karl H. Lewies

Address

#7 Warm River
P. O. Box 323
Ashton, Idaho 83420

I, Karl H. Lewies, hereby accept appointment as registered agent for KHL Corp. as named in the foregoing Articles of Incorporation.


Karl H. Lewies, Registered Agent