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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
Z & R INCORPORATED

AUG 10 2 05 PM '98

SECRETARY OF STATE

WE, THE UNDERSIGNED natural persons of the age of 21 years or more, a majority of whom are residents of the State of Idaho and the United States of America, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho. We hereby set forth, declare and certify that:

- I. CORPORATE NAME: The name of this corporation is Z & R Incorporated.
- II. DURATION: That the duration of this Corporation is unlimited.
- III. PURPOSE: The purposes of this Corporation are:
 - (1) To purchase, own, improve, equip, operate and manage any and all goods, services, properties and businesses and engage in the buying and selling of any and all goods, services, materials, land and building of every kind and nature.
 - (2) To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenants in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or any interest therein.
 - (3) To do and transact all business property connected with or incidental to any or all of the objects and purposes of the corporation.
 - (4) To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.
 - (5) To issue shares and admit shareholders, and to engage in all transactions incident to the same.
 - (6) To purchase the shares of other corporations, or to purchase it's own shares.
 - (7) To make accommodations guaranties, endorsements, or contracts of suretyship.
 - (8) To enter into a partnership or joint venture to carry out any of the business purposes for which this corporation is organized.
 - (9) To engage in any activity or to do anything with the objects and purposes hereinbefore mentioned that might be necessary or proper to accomplish successfully or promote the said objects and purposes. The foregoing clauses, by reason of the specific enumeration of powers shall not be held to restrict the power of the corporation to do any of the things ~~permitted~~ ^{within} the scope of its general powers.

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IV. **POWERS:** Subject to any specific written limitations or restrictions imposed by law, or by these articles of incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Paragraph III hereinabove, the Corporation shall have and exercise the following powers:

- (a) Perpetual Succession: To have perpetual succession by its corporate name.
- (b) Legal Proceedings: To sue and be sued, complain and defend, in its corporate name.
- (c) Corporate Seal: To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) Property – Acquiring and Dealing Therein: To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) Property – Disposal Thereof: To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) Loan to Employees: To lend money to, and otherwise assist its employees.
- (g) Securities of Others: To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) Contracts and Other Liabilities: To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) Loans of Corporate Assets: To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) Business Operations: To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country.
- (k) Officers and Agents: To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- (l) Code of By-Laws: To make and alter a Code of By-Laws, not inconsistent with these Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) Donations: To make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war to make donations in aid of war activities.

- (n) War Clause: In time of war to transact any lawful business in aid of the United States in the prosecution of the war.
- (o) Indemnification of Directors and Officers: To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-law, agreement, vote of shareholders, or otherwise.
- (p) Winding-Up of Affairs: To cease its corporate activities and surrender its corporate franchise.
- (q) Ancillary Powers: To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.
- (r) Securities of the Corporation: To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its own shares, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the law, or by these Articles of Incorporation.
- (s) Capacity to Act: To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes set forth in Paragraph I of these Articles and such as are not repugnant to law.
- (t) To Act as Agent: To act in the District of Columbia and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity or agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Paragraph I of these Articles.
- (u) To Deal in Franchises, Patent, Rights, Etc.: To acquire (by purchase, exchange, lease, hire, or otherwise) hold, use, sell, assign, lease, and grant the absolute interest in and to, and license or sub-license in respect of, franchises, indeterminate permits, certificates or convenience and necessity, certificates of authority, letters patent, patent rights, licenses, privileges, inventions, improvements, processes copy rights, trademarks and tradenames.
- (v) To Enter in Profit Sharing Arrangements and Partnerships: To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association,

partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Paragraph I of these Articles, and to enter into any general or limited partnership, the purpose of which is similar to such purposes.

- (w) To Execute Guaranties: To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the purposes set forth in Paragraph I of these Articles.

V. REGISTERED OFFICE: The location and post office address of the registered office of the Corporation in the State of Idaho is 21802 Middleton Road, Caldwell, Idaho 83605. REGISTERED AGENT: RON ZEHR

MAILING ADDRESS IS : Z&R INCORPORATED PO BOX 1164 CASCADE ID 83611 21802

VI. TOTAL AUTHORIZED SHARES: The total authorized number of par value shares is Ten Thousand (10,000). The aggregate par value of the total authorized number of par value shares is One Hundred Thousand Dollars (\$100,000).

VII. COMMON STOCK - PAR VALUE: The stock of the corporation is divided into Ten Thousand (10,000) shares of common stock, the par value of each share shall be Ten (\$10.00) Dollars, and such stock shall be nonassessable.

At every meeting of the shareholders, every holder of the common stock of the Corporation shall be entitled to one vote for each share of common stock standing in his name on the books of the corporation. At each election of directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VIII. NAMES OF INCORPORATORS: The name and post office address of each of the incorporators and the number of common stock shares for which each subscribed is as follows:

<u>Names</u>	<u>Address</u>	<u>No. Shares of Common Stock</u>
Ron R. Zehr	9899 Spoor Rd. Cascade, Idaho	10
Steve D. Roedel	20669 Middleton Rd. Caldwell, Idaho	10

IN WITNESS WHEREOF, We, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Idaho, and the pursuance of the Corporation Laws of the State of Idaho, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our hands and seals this 10th day of August, 1998.

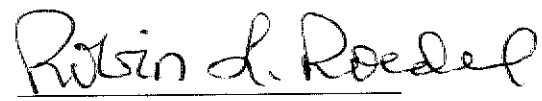

Ron R. Zehr


Steve D. Roedel

STATE OF IDAHO)
) ss
County of Canyon)

On this 10th day of August, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared Ron R. Zehr and Steve D. Roedel known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Calhoun
1/29/2002