

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

L.J. INCORPORATED

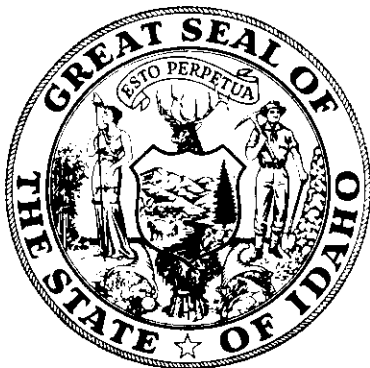
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

L.J. INCORPORATED

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: December 15, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gura*

1 ARTICLES OF INCORPORATION

2 OF

3 L. J. INCORPORATED

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5 KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,
6 all being competent citizens of the United States of America, and
7 all having reached the age of majority, have this day voluntarily
8 associated ourselves together for the purpose of forming a corpora-
9 tion under and pursuant to the laws of the State of Idaho, and we
10 do hereby certify as follows:

11 I.

12 That the corporate name of this corporation shall be:
13 L. J. INCORPORATED.

14 II.

15 That the purposes and objects for which this corporation
16 is formed are as follows:

17 (a) To engage in any business ventures allowed by Idaho
18 Code 30-1-3 and 30-1-4.

19 (b) To purchase all inventory and equipment necessary to
20 operate the business.

21 (c) To borrow money for the purpose of this corporation
22 to issue bonds, notes and debentures and other evidences of indebt-
23 edness therefore, and to secure the same by mortgage or pledge of
24 personal property, including the income of said corporation, or by
25 mortgage of real property, executed in trust or otherwise. All or
26 any portions of the real or personal property of the corporation
27 may be so pledged, mortgaged or hypothecated.

28 (d) To build any or all buildings, or structures, or im-
29 prove or change any real property owned or leased by said corpora-
30 tion when such action may be necessary or convenient for the con-
31 duct of the business of the corporation, or to remove or to waste
32 any and all real property held or issued by the corporation as may

WELCH & OSBORN

ATTORNEYS AT LAW

26 SOUTH 9TH STREET • PAYETTE, IDAHO 83661

TELEPHONE 642-4458

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ARTICLES OF INCORPORATION

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1 become necessary, essential or merely convenient for the conduct of
2 said corporation.

3 (e) To enter into any contract, co-operative agreement,
4 profit sharing plan, retirement plan with its officers and employees
5 as the corporation may deem advantageous or expedient, or enter into
6 any relationship or contract for compensation of said officers or
7 employees, or otherwise to reward or pay such persons for their ser-
8 vices as the Directors may deem fit.

9 (f) To exercise generally the powers customarily exer-
10 cised by business corporations, and particularly to exercise all
11 powers provided by the laws of the State of Idaho, referring more
12 specifically to Section 30-114 of the Idaho Code, in any State in
13 the United States and throughout the world, and also to incorporate
14 or qualify to do business in any State in the United States or any
15 country throughout the world.

16 (g) To carry on any other business, or to do anything in
17 connection with the objects and purposes above mentioned that may
18 be essential, necessary, proper, expedient, or merely convenient
19 for the corporation to accomplish successfully or promote the said
20 objects and purposes of the corporation. The foregoing clauses, by
21 reason of the specific enumeration of powers, shall not be held to
22 restrict the powers of the corporation to do any of the things with-
23 in the purview of its general purposes.

24 III.

25 This corporation shall have perpetual existence.

26 IV.

27 The principal place of business shall be Emmett, Idaho
28 and the location and mailing address of the registered office in
29 this state shall be 182 North Plaza Road, Emmett, Idaho and the
30 registered agent shall be WILLIAM P. LANDRIANI of the same address.

31 V.

32 That the authorized capitalization of this corporation

1 shall consist of one class of 1,000 shares of voting par class "A"
2 common stock, which shall have a stated value of TEN and NO/100
3 (\$10.00) DOLLARS per share.

4 VI.

5 The corporate powers of said corporation shall be vested
6 in the Board of Directors, two (2) in number, which may be in-
7 creased or decreased by a majority vote of the Board. The Articles
8 and the By-Laws of this corporation may be amended by a simple maj-
9 ority of the Board, or a simple majority of the Shareholders. The
10 names and addresses of the first Board of Directors are as follows:

11 WILLIAM P. LANDRIANI
12 182 North Plaza Road
Emmett, Idaho 83617

13 JESSE E. McCALL
14 P.O. Box 366
Ontario, Oregon 97914

15 VII.

16 Should any provision of these Articles be found to violate
17 any state or federal law, the remaining provisions shall constitute
18 the Articles of Incorporation.

19 VIII

20 The corporate stock of said corporation, at the date of
21 incorporation, is subscribed as follows:

22 400 shares to WILLIAM P. LANDRIANI
23 400 shares to JESSE E. McCALL
200 shares reserved

24 After an inventory and final accounting showing an exact
25 contribution by all shareholders, stock will be issued to all
26 parties to reflect said parties' actual equity. The Directors of
27 the corporation shall authorize the issuance and sale of the 800
28 shares of stock of this corporation in an offering not to exceed
29 two (2) years and in a manner which will allow the stock to qualify
30 the resulting Stockholders thereof for tax benefits under Section
31 1244 of the internal Revenue Code. There shall be preemptive
32 rights. The Incorporators are as follows, to-wit:

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WILLIAM P. LANDRIANI
182 North Plaza Road
Emmett, Idaho 83617

JESSE E. McCALL
P.O. Box 366
Ontario, Oregon 97914


William P. Landriani


Jesse E. McCall

STATE OF IDAHO)
: ss.
County of Payette)

On this 14 day of December, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM P. LANDRIANI, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

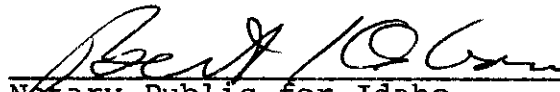
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Payette, Idaho

STATE OF IDAHO)
: ss.
County of Payette)

On this 14 day of December, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared JESSE E. McCALL, known to me to be the person whose name is subscribed to the within Articles of Incorporation, 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 in this certificate first above written.


Notary Public for Idaho
Residing at Payette, Idaho