



CERTIFICATE OF INCORPORATION
OF

LOUIS FACELLI, INC.

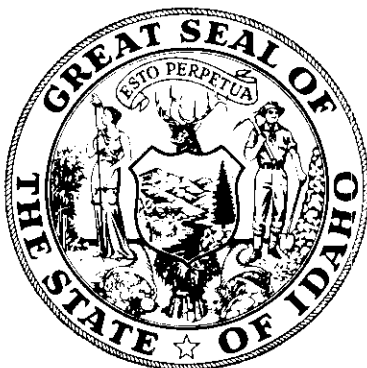
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LOUIS FACELLI, INC.

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: **August 2, 1982**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
LOUIS FACELLI, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being natural persons of full age, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of the Idaho Business Corporation Act and acts amendatory thereof and supplementary thereto, do hereby certify as follows:

FIRST: The name of this corporation is LOUIS FACELLI, INC.

SECOND: 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 all applicable laws and to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

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, salesmen or persons, firms, associations 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.

l. 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 amendatory 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 shareholders.

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. 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.

THIRD: This corporation is to have perpetual existence.

FOURTH: The location of and post office address of the registered office of this corporation is Wilder, Idaho and the name of the registered agent at that address is Frederick C. Batt, P. O. Box 646, Wilder, Idaho 83676.

FIFTH: The amount of the authorized capital stock of this corporation shall be \$100,000.00 divided into 1000 shares of common stock of the par value of \$100.00 per share.

SIXTH: The name and post office address of each incorporator is as follows:

Louis M. Facelli II	whose address is	509 W. Easy Street Caldwell, Idaho 83605.
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Frederick C. Batt	whose address is	P. O. Box 646 Wilder, Idaho 83676.
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Norman A. Batt	whose address is	Route 6, Box 208 Caldwell, Idaho 83605.
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SEVENTH: Three directors shall constitute the initial board of directors and the name and post office address of each initial director who is to serve until the first annual meeting of shareholders or until a successor is elected and qualifies are as follows:

Louis M. Facelli II	whose address is	509 W. Easy Street Caldwell, Idaho 83605.
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Frederick C. Batt	whose address is	P. O. Box 646 Wilder, Idaho 83676.
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Norman A. Batt	whose address is	Route 6, Box 208 Caldwell, Idaho 83605.
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EIGHTH: The private property of the shareholders 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.

NINTH: 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

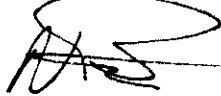
manner as may be provided by the by-laws but the number of directors shall not be less than three.

TENTH: 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 shareholders, represented in person or by proxy at any annual meeting of the shareholders of any special meeting duly called for that purpose, except where the laws of the State of Idaho provide otherwise.

DATED: JUL 30 1982


Louis M. Facelli II, Incorporator.

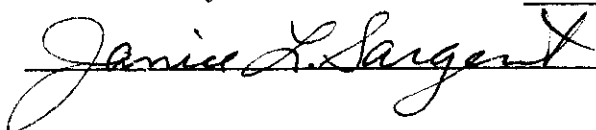

Frederick C. Batt, Incorporator.


Norman A. Batt, Incorporator.

STATE OF IDAHO, County of Owyhee) ss

On this day, before me the undersigned notary public for such state, personally appeared LOUIS M. FACELLI II, FREDERICK C. BATT, and NORMAN A. BATT, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

WITNESS my hand and seal on JUL 30 1982.

 Notary Public.