



## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

*L. B. INDUSTRIES, INC.*

was filed in the office of the Secretary of State on the *31st* day of *December* A.D., One Thousand Nine Hundred *seventy-five* and ~~will be~~ duly recorded on ~~film~~ *microfilm* of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual Existence~~ from the date hereof, with its registered office in this State located at

*Boise, Idaho*

in the County of

*Ada*

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *31st* day of *December*, A.D., 19 *75*.

Pete T. Cenarrusa

Secretary of State.

\_\_\_\_\_  
Corporation Clerk.

ARTICLES OF INCORPORATION

OF

L. B. INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be:

L. B. INDUSTRIES, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this corporation shall be 2800 Fairview Avenue, Boise, Idaho, and the address of this corporation shall be 2800 Fairview Avenue, Boise, Idaho.

IV.

The nature of the business and the objects and purposes of this corporation shall be as follows:

(a) Land development, manufacturing, franchising as franchisee or franchisor, construction, to act as a distributor or retailer, leasing of real or personal property.

(b) To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or otherwise dispose of real property, within or without the State of Idaho.

(c) To purchase, own and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned; to promote, lend money to, and guarantee the dividends, stocks, bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and

things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of this Corporation.

(d) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and with goods, wares and merchandise and supplies and all other personal property of every class and description, and to act as a manufacturer, distributor or retailer thereof.

(e) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain, and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(f) To take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights,

licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(h) To become a partner (either general or limited, or both) and to enter into agreements of partnership, joint venture, or other arrangements for sharing profits and otherwise participating in any enterprise, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(i) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation, or other public body, may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect, and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(j) To subscribe, or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of any trust estate now or hereafter existing, and whether created by the laws of the State of Idaho or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owner of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(k) To promote, or to aid in any manner financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, partnerships, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(l) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(m) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures, or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of Idaho as the same are now in force, or may be hereafter amended.

(n) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of and, generally, to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein and, in general, products of the earth and deposits, both subsoil and surface, of every nature and description.

(o) To carry on any business whatsoever, either as principal or as agent, or both, or as a partnership, or trustee which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state and other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(p) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships.

(q) To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities.

(r) To have, exercise, use and employ the authority specified in Section 30-114, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within and without said state, and within or without said United States of America.

(s) Each of the foregoing clauses of this Section shall be construed as independent purposes and powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.



V.

That the total authorized number of par value shares of this corporation shall be 5,000,000 (Five Million), each of a par value of \$1.00, and of the aggregate par value of \$5,000,000, (Five Million Dollars), which said shares shall not be subject to assessment. Two and one-half million shares of the five million shares authorized shall be Cumulative Preferred Stock of the par value of \$1.00 per share, issued in series; the remaining shares shall be Common Stock. The preferences, limitations and relative rights of each class of such shares shall be as follows:

Section A. Cumulative Preferred Stock

This Section A sets forth a description of the Cumulative Preferred Stock and a statement of certain of the preferences, limitations and relative rights in respect to the shares of the Cumulative Preferred Stock, together with a statement of the authority vested in the board of directors of the corporation to divide the Cumulative Preferred Stock into series, and to fix and determine the relative rights and preferences of the shares of any series insofar as they are not fixed herein.

Subsection 1. Dividends on Cumulative Preferred Stock and Junior Stock.

The holders of the Cumulative Preferred Stock shall be entitled to receive, when and as declared by the board of directors out of assets of the corporation legally available for dividends, cumulative cash dividends at, but not exceeding, the annual rate fixed for each particular series, payable quarterly on the first days of January, April, July and October in each year. Such dividends on the Cumulative Preferred Stock shall be payable before any dividend on any junior stock (which term shall mean the common stock of the corporation and any other class of stock of the corporation hereafter authorized ranking junior to the Cumulative Preferred Stock as to dividends or

assets) shall be paid, or set aside for payment. Dividends on each series of the Cumulative Preferred Stock shall be cumulative from such date as may be fixed for such series prior to the issue thereof. Arrearages in the payment of dividends shall not bear interest.

In case dividends are not paid in full, the shares of all series of the Cumulative Preferred Stock shall share ratably in the payment of dividends, including accruals, if any, in proportion to the sums which would be payable on said shares if all dividends were declared and paid in full.

So long as any of the Cumulative Preferred Stock remains outstanding, no dividend whatever shall be paid or declared on any junior stock, nor shall any distribution be made on any junior stock, other than a dividend payable in junior stock, nor shall any shares of any junior stock be acquired for a consideration by the corporation.

(a) unless all dividends on the Cumulative Preferred Stock of all series for all past quarterly dividend periods shall have been paid and the full dividends thereon for the then current quarterly dividend period shall have been paid or shall have been declared and a sum sufficient for the payment thereof set apart; and

(b) unless, if at any time the corporation is obligated to retire shares of any series of the Cumulative Preferred Stock pursuant to a sinking fund, all arrears in respect of each sinking fund for the Cumulative Preferred Stock of all series shall have been made good.

Subject to the foregoing provisions, and not otherwise, such dividends (payable in cash, stock, or otherwise) as may be determined by the board of directors may be declared and paid on any junior stock from time to time out of the remaining funds of the corporation legally available for the payment of dividends,

and the Cumulative Preferred Stock shall not be entitled to participate in any such dividends, whether payable in cash, stock or otherwise.

Subsection 2. Redemption.

Subject to the provisions of each particular series respecting redemption of such series, the corporation, at the option of the board of directors, may redeem the whole or any part of the Cumulative Preferred Stock at any time outstanding, or the whole or any part of any series thereof, at any time or from time to time at the applicable redemption price or prices, together with an amount equal to the dividends accrued thereon to the date of redemption.

In case of redemption of a part only of any series of the Cumulative Preferred Stock at the time outstanding, the redemption may be either pro rata or by lot. The board of directors shall have full power and authority to prescribe the manner in which the drawings by lot or the pro rata redemption shall be conducted and, subject to the provisions herein contained, the terms and conditions upon which the Cumulative Preferred Stock shall be redeemed from time to time.

Notice of any redemption of Cumulative Preferred Stock shall be given by the corporation by mailing a copy of such notice at least 30 days prior to the date fixed for such redemption to the holders of record of the Cumulative Preferred Stock to be redeemed at their respective addresses appearing on the books of the corporation, and the time of mailing such notice shall be deemed to be the time of delivery thereof.

At any time after notice of redemption has been so given, the corporation may, on a date specified in the notice of redemption, deposit with a bank or trust company, named in such

notice, having capital, surplus and undivided profits of at least \$5,000,000, the moneys necessary for such redemption, in trust, for the accounts of the holders of the shares to be redeemed. Upon such deposit, or, if no such deposit is made, upon the date of redemption (unless the corporation shall default in payment of the moneys necessary for such redemption), all shares with respect to which such notice of redemption was given shall cease to be outstanding for any purpose, whether or not the certificates for such shares shall have been surrendered for cancellation, and all rights with respect to such shares shall thereupon cease and terminate, except the right of the holders of the certificates for such shares to receive the amount payable upon the redemption thereof, without interest, from said bank or trust company, or from the corporation, if no such deposit is made, and the right to exercise, on or before the date of redemption, any unexpired privilege of conversion.

Any funds so deposited by the corporation and unclaimed at the end of one year from the date of redemption shall be repaid to the corporation upon its request, after which the holders of the shares so called for redemption shall look only to the corporation for payment thereof. Any funds so deposited which shall not be required for such redemption because of the exercise of any privilege of conversion subsequent to the time of such deposit shall be returned to the corporation forthwith. Any interest on funds so deposited shall belong to the corporation and shall be paid to it from time to time.

### Subsection 3. Amounts Payable on Liquidation or Dissolution.

In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the Cumulative Preferred Stock of each series then outstanding shall be entitled to receive in cash out of the assets of the corporation, before any distribution or payment shall be made to the holders of any junior stock, the full preferential amount or amounts fixed for such series, plus in respect of each

such share an amount equal to the dividends accrued thereon to the date fixed for such payment; provided that, if such assets available for the holders of the Cumulative Preferred Stock of each series then outstanding shall be less than total amount all such holders would be so entitled to receive if all such preferential amount or amounts and dividends were paid in full, then the corporation shall, in lieu of making such payments in full to the holders of the Cumulative Preferred Stock of each series then outstanding, make payments to the holders of the Cumulative Preferred Stock of each series then outstanding (in proportion to the respective amounts which would be payable on account of such liquidation, dissolution or winding up if all such payments were paid in full) of an aggregate amount equal to such assets so available. If such payment shall have been made in full to the holders of the Cumulative Preferred Stock on voluntary or involuntary liquidation, dissolution or winding up (or deposited to their accounts in a bank or trust company having capital, surplus and undivided profits of at least \$5,000,000 so as to be, and continue to be, available for such holders), the remaining assets of the corporation shall be distributed among the holders of junior stock, according to their respective rights and preferences and in accordance with their respective holdings. For the purposes of this Subsection 3, a consolidation or merger of the corporation with any other corporation shall not be deemed, as such, to constitute a liquidation, dissolution or winding up of the corporation, but any reorganization of the corporation required by any court or administrative body in order to comply with any provision of law shall be deemed to be an involuntary liquidation, dissolution or winding up of the corporation unless the preferences, limitations and relative rights in respect of the Cumulative Preferred Stock are not adversely affected by such reorganization.

#### Subsection 4. Restrictions on Corporate Action.

The consent of the holders of at least two thirds of the Cumulative Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting at which the Cumulative Preferred Stock shall vote separately as a class, regardless of series, shall be necessary to effect or validate any one or more of the following:

(a) The authorization of any class of stock of the corporation ranking prior to or on a parity with the Cumulative Preferred Stock as to dividends or in liquidation, or any increase in the authorized amount of the Cumulative Preferred Stock, or,

(b) The amendment, alteration or repeal of any of the provisions hereof which have reference to the Cumulative Preferred Stock so as to materially and adversely affect the rights or preferences of the Cumulative Preferred Stock; provided, however, that no such consent shall be required in connection with any reduction of the authorized amount of Cumulative Preferred Stock to be redeemed or retired.

#### Subsection 5. Status of Redeemed, Purchased and Converted Shares.

Except as otherwise required by law, all shares of the Cumulative Preferred Stock redeemed, purchase, converted into other shares of the corporation, or otherwise acquired by the corporation, shall be retired and shall not be reissued. The corporation may, from time to time, take such appropriate corporate action as may be necessary to reduce the authorized amount of the Cumulative Preferred Stock accordingly.

#### Subsection 6. Sinking Funds.

If in any case the amounts payable with respect to any requirements to retire shares of the Cumulative Preferred Stock are not paid in full with respect to all series for which

such requirements exist, the number of shares to be retired in each series shall be in proportion to the respective amounts which would be payable on account of such requirements if all amounts payable were paid in full.

Subsection 7. Voting Rights.

Each holder of Cumulative Preferred Stock shall be entitled to one vote for each share held. Except as otherwise by law provided, the Cumulative Preferred Stock and the Common Stock shall vote together as one class.

Subsection 8. Issuance in Series.

The Cumulative Preferred Stock may from time to time, be divided into and issued in series. All shares of the Cumulative Preferred Stock, regardless of series, shall be identical with each other in all respects except that each series shall be distinctively designated and except as to the following relative rights and preferences as to which there may be variations between the different series:

(a) The rate of dividend and the date from which dividends shall commence to accrue.

(b) The price at and the terms and conditions on which shares may be redeemed, which may include a redemption price or scale of redemption prices applicable only to redemption for a sinking fund (which term shall include any fund or requirement for the periodic retirement of shares) and a different redemption price or scale of redemption prices applicable to any other redemption.

(c) The amount payable upon shares in the event of the voluntary or involuntary liquidation, dissolution, or winding up of the corporation.

(d) Sinking fund provisions, if any, for the redemption or purchase of shares.

(e) The terms and conditions on which shares may be converted if the shares of any series are issued with the privilege of conversion.

The board of directors is hereby expressly vested with authority to divide the Cumulative Preferred Stock into series and, within the limitations herein and by law provided, by resolution prior to the issue of any shares of a series, to distinctively designate the series and to fix and determine the relative rights and preferences of the shares of any series so established.

Except for and subject to those rights expressly granted in Section A of this Article V to the holders of the Cumulative Preferred Stock, or except as may be provided by the laws of the State of Idaho, the holders of the Common Stock shall have exclusively all other rights of shareholders, including, but not by way of limitation: (1) exclusive voting power for all purposes and exclusive rights to all notices of meetings or of other corporate actions, (2) the right to receive dividends when and as declared by the board of directors out of assets legally available therefor, and (3) in the event of any distribution of assets upon liquidation, dissolution or winding up of the corporation or otherwise, the right to receive all of the assets of the corporation remaining after payment of the holders of the Cumulative Preferred Stock of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the corporation, as provided in Section A of this Article V.

#### VI.

That the names and post office addresses of each of the incorporators, and the number of shares subscribed by each set opposite their respective names are:



<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Larry B. Barnes	2800 Fairview Boise, Idaho	1 Share Common Stock	\$1.00
Frank B. Barnes	2800 Fairview Boise, Idaho	1 Share Common Stock	\$1.00
P. W. Bratt	2800 Fairview Boise, Idaho	1 Share Common Stock	\$1.00

#### VII.

The first Board of Directors shall consist of six (6) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than three (3) nor more than seven (7).

#### VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

#### IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

#### X

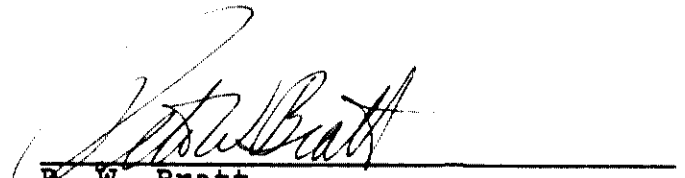
No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and

any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, We have signed triplicate originals of these Articles this 31st day of December, 1975.

  
Larry B. Barnes

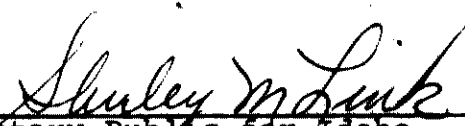
  
Frank B. Barnes

  
P. W. Bratt

STATE OF IDAHO, )  
 )  
COUNTY OF ADA, ) ss.

On this the 31st day of December, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared Larry B. Barnes, Frank B. Barnes and Peter W. Bratt, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they 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.

  
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Notary Public for Idaho  
Residing at Boise, Idaho