



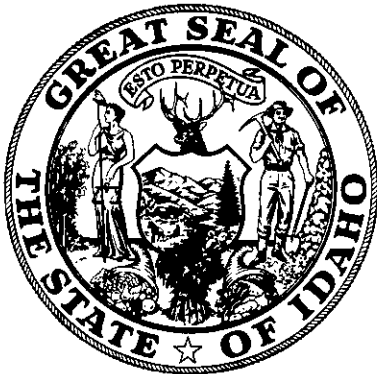
CERTIFICATE OF INCORPORATION  
OF

UNIVERSAL DISTRIBUTING, 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 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: **April 24, 1985**



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL DISTRIBUTING, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I.

The name of this corporation is Universal Distributing, Inc.

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The purposes for which this corporation is organized are:

1. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as natural persons, whether

as principals, agents, trustees, or otherwise.

2. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or powers.

3. To engage in any other lawful business or activity whatsoever which may be organized at any time by the Board of Directors; and in furtherance thereof this corporation shall have all the powers granted by law to corporations generally.

#### ARTICLE IV.

The registered office of this corporation is 816 Fairmont, Burley, Idaho 83318 and the name of the registered agent at this address is Lance Bagley.

#### ARTICLE V.

The total authorized number of shares is 1,000 without par value.

#### ARTICLE VI.

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

Provided however, after the corporation's initial issuance of shares, it may not issue any additional voting shares

(including treasury shares and authorized but unissued shares), instruments convertible into its voting shares or options to acquire its voting shares without first making a written offer to the initial voting shareholders of the corporation to purchase the securities proposed to be issued in the proportions in which they then hold the corporation's initially issued voting shares (including shares disposed of and reacquired). If any shareholder fails to purchase any of the securities offered to him under this article within sixty (60) days of the offer, the corporation may, in its direction, offer all or any of the unpurchased securities to other, including other shareholders, but not at a price and terms more favorable than those offered to the non-purchasing shareholder. The foregoing preemptive rights do not apply to securities issued by the corporation to satisfy any option or conversion rights granted by the corporation in accordance with the foregoing.

#### ARTICLE VII.

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within 30 days

thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

Failure of the stockholders to purchase any share or shares of stock, and a subsequent sale or transfer thereof to any other person, shall not, as to any future sale or transfer discharge any such share or shares from any of the restrictions herein contained. It is the intent that all restrictions hereby imposed on the sale or transfer of share of stock shall apply to all shares thereof, whensoever, howsoever, or by whomsoever acquired, in the hands of all holders or owners, whether original shareholders or subsequent purchasers or transferees and whether original shareholders or subsequent purchasers or transferees and whether acquired through the voluntary or involuntary act of a shareholder or by operation of law and whether a part of the first authorized issue or of any subsequent or increased issue.

#### ARTICLE VIII.

The directors of the corporation shall be four in number and their names and addresses are:

Howard Alexander	816 Fairmont Burley, ID 83318
Kent Bryan <i>KSB</i>	1801 Bennett Burley, ID 83318
Lance Bagley <i>LB</i>	816 Fairmont Burley, ID 83318
Richard Kicklighter	Rt. #1 Box 1295 Heyburn, ID 83336

#### ARTICLE IX.

The names and addresses of the incorporators and the

number of shares subscribed by each are as follows:

Howard Alexander	816 Fairmont Burley, ID 83318	25 shares
Kent Bryan <sup>4/10</sup>	1801 Bennett Burley, ID 83318	25 shares
Lance Bagley <sup>4/10</sup>	816 Fairmont Burley, ID 83318	25 shares
Richard Kicklighter	Rt. #1 Box 1295 Heyburn, ID 83336	25 shares

#### ARTICLE X.

At each election for directors, every holder of the corporation's shares shall have the right to vote, in person or by proxy, the number of shares registered in his name, for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or by distributing votes on the same principle among any number of such candidates.

#### ARTICLE XI.

The directors of this corporation need not be residents of the State of Idaho or shareholders of the corporation.

The Board of Directors shall have authority to fix the compensation of the directors.

The Board of Directors is authorized to make, alter, amend, or repeal the By-Laws of the corporation, subject to the power of the shareholders having voting power to alter, amend, or repeal such By-Laws.

ARTICLE XII.

The corporation reserves the right to amend the Articles of Incorporation in any manner now or hereinafter permitted by the laws of the State of Idaho, except no amendment shall be made to Articles 5, 6, 10, and 12 without the

affirmative vote of at least 66 2/3% of the holders of the issued and outstanding shares of the corporation.

IN WITNESS WHEREOF, the incorporators have set their hands this \_\_\_\_ day of April, 1985.

Howard Alexander  
Howard Alexander

Kent Bryan  
Kent Bryan

Lance Bagley  
Lance Bagley

Richard Kicklighter  
Richard Kicklighter

STATE OF IDAHO           )  
                                  ) ss.  
County of Cassia        )

On this 22<sup>d</sup> day of April, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared, HOWARD ALEXANDER, KENT BRYAN, LANCE BAGLEY, and RICHARD KICKLIGHTER, known to me to be the persons whose names are subscribed to the foregoing instrument 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 first above written.

[Signature]  
Notary Public for Idaho  
Residing at Burley, Idaho