

98241

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

L. B. DEVELOPMENT, 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 15, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ray J. Clark*

ARTICLES OF INCORPORATION

OF

L. B. DEVELOPMENT, INC.

an Idaho Corporation

KNOW ALL MEN BY THESE PRESENTS:

THAT I, the undersigned, Christopher W. Clark, 1401 Shoreline Drive, P.O. Box 2797, Boise, Idaho 83701, being of legal age and desiring to form a corporation under the laws of the State of Idaho, do hereby make, execute and acknowledge this certificate in writing of my intention to form a body corporate under said laws, and declare:

ARTICLE ONE

NAME

The corporate name of the corporation shall be L. B. Development, Inc.

ARTICLE TWO

PURPOSE

The purpose for which this corporation is organized is the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence.

ARTICLE FOUR

CAPITAL STOCK

The amount of authorized shares of capital stock of the Corporation shall be Two Million (2,000,000) shares and each share shall not be subject to assessment above the designated par value or stated value for shares of the particular class or series. Five Hundred Thousand (500,000) of the authorized shares shall be Cumulative Preferred Stock which shall be issued in series with \$1.00 par value per share. Five Hundred Thousand (500,000) of the authorized shares shall be Non-Cumulative Preferred Stock which shall be issued in series with \$1.00 par value per share. One Million (1,000,000) of the authorized shares shall be Common Stock at a par value of \$1.00 per share. The preferences, limitations and relative rights of each class of such shares shall be as follows:

4-1. Cumulative Preferred Stock. This Section 4-1 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.

4-1-1. 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, cash dividends up to, but not exceeding, the annual rate fixed for each particular series, payable annually, semiannually or quarterly on such dates as may be determined at the discretion of the Board of Directors. Such dividends on the Cumulative Preferred Stock shall be payable before any dividend on any junior stock (in relation to the Cumulative Preferred Stock, the term "junior stock" shall mean the Non-Cumulative Preferred Stock and the Common Stock of the Corporation and any other class or series of stock of the Corporation hereafter authorized which has priority rights to receive dividends or other corporate assets which are subordinate to the rights granted to the Cumulative Preferred Stock) shall be paid, or set aside for payment. Dividends on each series of cumulative preferred stock or partially cumulative preferred stock shall be cumulative as such right is set for each series from the date of issuance of the particular stock certificates. Arrearages in the payment of dividends shall not bear interest.

If 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 whatsoever shall be paid or declared on any junior stock, nor shall distribution be made on any junior stock, other than a dividend payable in junior stock.

(a) unless all accrued cumulative rights to dividends on all series of Cumulative Preferred Stock shall have been paid for the current calendar year up to and through the current calendar quarter or shall have been declared and a sum sufficient for the payment thereof set aside (for the purposes of applying this provision one-fourth (1/4) of the annual dividend shall be deemed to be due per calendar quarter as of the first day of each calendar quarter); 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 arrearages 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 any further class restrictions set forth below, 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.

4-1-2. 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 United States or state chartered bank or trust company, named in such notice, the monies 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 monies 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.

4-1-3. Amounts Payable on Liquidation, Dissolution or Winding Up. Subject to the provisions applicable to each particular series, upon the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Cumulative Preferred Stock 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 accrued cumulative dividends thereon to the date fixed for such payment (for the purposes of applying this provision one-fourth ($1/4$) of the annual dividend shall be deemed to be due per calendar quarter as of the first day of each calendar quarter); 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 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 United States or state chartered bank or trust

company, 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 4-1-3, 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.

4-1-4. 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.

4-1-5. Status of Redeemed, Purchased and Converted Shares. Subject to the provisions applicable to each particular series and except as otherwise required by law, all shares of the Cumulative Preferred Stock redeemed, purchased, 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.

4-1-6. Sinking Funds. Subject to the provisions applicable to each particular series 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.

4-1-7. Voting Rights. Cumulative Preferred Stock shall not be entitled to voting rights.

4-1-8. 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.
- (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 from 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 to established.

4-2. Noncumulative Preferred Stock. This Section 4-2 sets forth a description of the Noncumulative Preferred Stock and a statement of certain of the preferences, limitations and relative rights in respect to the shares of the Noncumulative Preferred Stock, together with a statement of the authority vested in the Board of Directors of the Corporation to divide the Noncumulative 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.

4-2-1. Dividends on Noncumulative Preferred Stock and Junior Stock. Subject to the preferences granted to Cumulative Preferred Stock, the holders of the Noncumulative 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, cash dividends up to, but not exceeding, the annual rate fixed for each particular series, payable annually, semiannually or quarterly on such dates as may be determined at the discretion of the Board of Directors. Such dividends on the Noncumulative Preferred Stock shall be payable before any dividend on any junior stock (in relation to the Noncumulative Preferred Stock, the term "junior stock" shall mean the Common Stock of the Corporation and any other class or series of stock of the Corporation hereafter authorized which has priority rights to receive dividends or other corporate assets which are subordinate to the rights granted to the Noncumulative Preferred Stock) shall be paid, or set aside for payment.

If dividends are not paid in full, the shares of all series of the Noncumulative 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 Noncumulative Preferred Stock remains outstanding, no dividend whatsoever shall be paid or declared on any junior stock, nor shall distribution be made on any junior stock, other than a dividend payable in junior stock.

(a) unless all accrued cumulative rights to dividends on all series of Noncumulative Preferred Stock shall have been paid for the current calendar year up to and through the current calendar quarter or shall have been declared and a sum sufficient for the payment thereof set aside (for the purposes of applying this provision one-fourth (1/4) of the annual dividend shall be deemed to be due per calendar quarter as of the first day of each calendar quarter); and

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

Subject to the foregoing provisions and any further class restrictions set forth below, 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 Noncumulative Preferred Stock shall not be entitled to participate in any such dividends, whether payable in cash, stock or otherwise.

4-2-2. 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 Noncumulative 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 Noncumulative 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 Noncumulative Preferred Stock shall be redeemed from time to time.

Notice of any redemption of Noncumulative 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 Noncumulative 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 United States or state chartered bank or trust company, named in such notice, the monies 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 monies 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.

4-2-3. Amounts Payable on Liquidation, Dissolution or Winding Up. Subject to the provisions applicable to the Cumulative Preferred Stock, each particular series of Noncumulative Preferred Stock, upon the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Noncumulative Preferred Stock 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, only that amount of the current calendar year's preferential right to dividends (as fixed for such series) which has been declared but remains unpaid as of the date of any voluntary or involuntary liquidation, dissolution or winding up. The remaining assets of the Corporation shall then be distributed among the holders of any designated series of Noncumulative Preferred which are specifically granted (at the time of series authorization and issuance) the right to share in the distribution of such remaining assets along with 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 4-2-3, 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 Noncumulative Preferred Stock are not adversely affected by such reorganization.

4-2-4. Restrictions on Corporate Action. The consent of the holders of at least two thirds of the Noncumulative Preferred Stock at the time outstanding, given in person or by proxy, either in writing or at a meeting at which the Noncumulative 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 Noncumulative Preferred Stock as to dividends or in liquidation, or any increase in the authorized amount of the Noncumulative Preferred Stock, or,
- (b) The amendment, alteration or repeal of any of the provisions hereof which have reference to the Noncumulative Preferred Stock so as to materially and adversely affect the rights or preferences of the Noncumulative Preferred Stock; provided, however, that no such consent shall be required in connection with any reduction of the authorized amount of Noncumulative Preferred Stock to be redeemed or retired.

4-2-5. Status of Redeemed, Purchased and Converted Shares. Subject to the provisions applicable to each particular series and except as otherwise required by law, all shares of the Noncumulative Preferred Stock redeemed, purchased, 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 Noncumulative Preferred Stock accordingly.

4-2-6. Sinking Funds. Subject to the provisions applicable to each particular series if in any case the amounts payable with respect to any requirements to retire shares of the Noncumulative 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.

4-2-7. Voting Rights. Noncumulative Preferred Stock shall not be entitled to voting rights.

4-2-8. Issuance in Series. The Noncumulative Preferred Stock may from time to time, be divided into and issued in series. All shares of the Noncumulative 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.
- (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 from 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 Noncumulative 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 to established.

4-3. Common Stock. This Section 4-3 sets forth a description of the Common Stock and a statement of the preferences, limitations and relative rights in respect to the shares of the Common Stock. Except for and subject to those rights expressly granted in Sections 4-1 or 4-2 of this Article Four to the holders of the Cumulative Preferred Stock and the Noncumulative 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:

4-3-1. Exclusive voting power for all purposes and exclusive rights to all notices of meetings or of other corporate actions;

4-3-2. The right to receive dividends when and as declared by the Board of Directors out of assets legally available therefor; and

4-3-3. In the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to proratably share (along with any outstanding shares of Cumulative and Noncumulative Preferred Stock issued in series where such series have been issued with rights to share with Common Stock in cases of liquidation, dissolution, winding up, or otherwise) in the receipt of all of the assets of the Corporation remaining after payment to the holders of the Cumulative Preferred Stock and the Noncumulative Preferred Stock of any preferential amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation, as provided in Sections 4-1 and 4-2 of this Article Four.

ARTICLE FIVE

RIGHTS OF SHAREHOLDERS

The rights and privileges relating to the shares of capital stock named in Article Four hereof shall be as follows:

5-1. No holder of any shares of any class of the corporation shall, as such, have any

preemptive right to purchase or subscribe for any shares of the capital stock or any other securities of the corporation which it may issue or sell, whether out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of the corporation acquired by it after the issue thereof, nor shall any holder of any such shares of any class, as such, have any right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of the corporation, or to which shall be attached or appertain any warrant or warrants or any instrument or instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for or to purchase from the corporation any shares of any class of its capital stock.

5-2. Each share of capital stock shall be entitled to one vote, either in person or by proxy, at all shareholders' meetings. Cumulative voting shall not be allowed in the election of directors.

5-3. All outstanding shares of common stock shall share equally in dividends and upon liquidation. Dividends are payable at the discretion of the Board of Directors at such times and in such amounts as they deem advisable, subject, however, to the provisions of the laws of the State of Idaho.

5-4. The Board of Directors may cause any stock issued by the corporation to be issued subject to such lawful restrictions, qualifications, limitations or special rights as they deem fit, which restrictions, qualifications, limitations or special rights may be created by provisions in the Bylaws of the corporation or in the minutes of any properly convened meeting of the Board of Directors; provided, however, notice of such special restrictions, qualifications, limitations or special rights must appear on the certificate evidencing ownership of such stock.

ARTICLE SIX

DIRECTORS

The affairs of the corporation shall be governed by a Board of Directors who shall be elected in accordance with the Bylaws of the Corporation. The number of directors shall be not less than three (3) nor more than eight (8) as fixed by or in the manner provided in the Bylaws; provided, however, that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three (3) shareholders. The organization and conduct of the Board shall be in accordance with the following:

6-1. The names and addresses of the members of the initial Board of Directors, who shall hold office until the first annual meeting of the shareholders of the corporation, or until their successors shall have been elected and qualified are:

Larry B. Barnes
1401 Shoreline Drive
Boise, Idaho 83702

Jon L. Barnes
1401 Shoreline Drive
Boise, Idaho 83702

Joe D. Davis
1401 Shoreline Drive
Boise, Idaho 83702

6-2. Directors of the corporation need not be residents of Idaho nor holders of shares of the corporation's capital stock.

6-3. Meetings of the Board of Directors, regular or special, may be held within or without Idaho upon such notice as may be prescribed by the Bylaws of the corporation. Attendance of a director at a meeting shall constitute a waiver by him of notice of such meeting unless he attends only for the express purpose of objecting to the transaction of any business thereat on the ground that the meeting is not lawfully called or convened.

6-4. A majority of the number of directors at any time constituting the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6-5. By resolution adopted by a majority of the number of directors at any time constituting the Board of Directors, the Board of Directors may designate two or more directors to constitute an executive committee which shall have and may exercise, to the extent permitted by law or in such resolution, all of the authority of the Board of Directors in the management of the corporation; provided, however, that such delegation of authority thereto shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law.

6-6. Any vacancy in the Board of Directors, however caused, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE SEVEN

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office in Boise, Idaho shall be:

1401 Shoreline Drive
Boise, Idaho 83702

The name of the corporation's initial registered agent at the address of the aforesaid registered office shall be: Christopher W. Clark

ARTICLE EIGHT

OFFICERS

The officers of the corporation shall consist of a President, a Treasurer and a Secretary, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws of the corporation. Such other officers, assistant officers and agents as deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary.

ARTICLE NINE

BYLAWS

The Board of Directors shall have the power to make and adopt Bylaws for the government of the corporation not inconsistent with the laws of the State of Idaho for the purpose of regulating and carrying on the business of the corporation within the scope of its objects and purposes; and the Board of Directors from time to time may change, alter or amend the same as may be beneficial to the interests of the corporation except as otherwise specifically provided therein.

ARTICLE TEN

MEETINGS OF SHAREHOLDERS

Meetings of shareholders of the corporation shall be held at such place within or without the State of Idaho and at such times as may be prescribed in the Bylaws of the corporation. Special meetings of the shareholders of the corporation may be called by the Chairman of the Board (if one has been elected), the President of the corporation, the Board of Directors, or by the record holder or holders of at least 10% of all shares entitled to vote at the meeting. At the meeting of the shareholders, except to the extent otherwise provided by the Bylaws or by law, a quorum shall consist of not less than fifty-one percent (51%) of the shares entitled to vote at the meeting; and, if a quorum is present, the affirmative vote of the majority of shares represented at the meeting and entitled to vote thereat shall be the act of the shareholders unless the vote of a greater number or voting by class is required by law.

ARTICLE ELEVEN

SALE OF ASSETS

Whenever the Board of Directors at any meeting thereof, by a majority vote of the whole Board, determines that it is in the best interests of the corporation, the corporation may sell, lease, exchange, or convey all of its property and assets, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration as the Board of Directors shall deem expedient; provided, however, that the sale or disposal of all or substantially all of the property and assets of the corporation shall be authorized or ratified by the affirmative vote of the holders of at least a majority of the capital stock then issued and outstanding, such vote to be taken at a meeting of shareholders duly called for that purpose as provided by the statutes of the State of Idaho.

ARTICLE TWELVE

INTEREST OF DIRECTORS IN CONTRACTS

Any contract or other transaction between the corporation and one or more of its directors, between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the facts of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a

majority of the Board of Directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE THIRTEEN

PERSONAL LIABILITY OF DIRECTORS AND OFFICERS

To the fullest extent permitted by Idaho law as presently in effect or as the same may hereafter be amended, a director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. Any amendment, repeal or termination of the foregoing sentence by the shareholders of the Corporation, or any amendment, repeal or termination of any law permitting the foregoing limitation of liability, shall not adversely affect any right or protection of a director or officer of the Corporation existing prior to the time of such amendment, repeal or termination.

ARTICLE FOURTEEN

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation expressly reserves the right to amend these Articles of Incorporation and to alter, change, or repeal any provision contained herein in any manner now or hereafter permitted or provided by the corporation laws of Idaho, and the rights of all shareholders are expressly made subject to such power of amendment.

The name and address of the incorporator is:

Christopher W. Clark
1401 Shoreline Drive
P.O. Box 2797
Boise, Idaho 83702

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of April, 1973



Christopher W. Clark

State of Idaho }
County of Ada } ss.

I, Vicki Jo Ann Waters, a Notary Public, do hereby certify that on this 10th day of April, 1992, personally appeared before me, Christopher W. Clark, who, being by me first duly sworn, severally declared that he is the person who signed the foregoing instrument as Incorporator, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 10th day of April, 1992.

Vicki Jo Ann Waters
NOTARY PUBLIC

Residing in Boise, Idaho

My Commission Expires: 9-28-95