

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

P & C INVESTMENTS, 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: **November 1, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

Nov 1 3 16 PM '88  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
P & C INVESTMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS, That the undersigned, being a natural person of full age and a citizen of the United States, in order to form a Corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, does hereby certify as follows:

FIRST

Name: The name of the corporation shall be P & C Investments, Inc.

SECOND

Purposes: The nature of the business of the Corporation and the objects and purposes to be transacted, promoted, or carried on by it are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD

Duration: The Corporation is to have perpetual existence.

FOURTH

Registered Office and Agent: The registered office of the Corporation is 10296 Fairview Avenue, Boise, Idaho, 83704. The registered agent at that address is William H. Page.

FIFTH

Authorized Shares: The shares of stock to be issued by the Corporation shall consist of one class common stock only, and the aggregate number of shares which the Corporation shall have the authority to issue shall be 40,000 shares of stock, each having a par value of \$10.00 per share. All shares of stock shall have the same rights in the Corporation and shall be non-assessable when paid in full.

SIXTH

Pre-emptive Rights: The shareholders of the Corporation shall have a pre-emptive right to acquire unissued or treasury shares or securities convertible into, or carrying the right to acquire, shares of the Corporation, including the pre-emptive right to acquire shares of the Corporation sold otherwise than for cash.

SEVENTH

Incorporator: The name and post office address of the incorporator and organizer is as follows:

<u>Name</u>	<u>Address</u>
William H. Page	10296 Fairview Avenue Boise, Idaho 83704

EIGHTH

Property of Stockholders Not Subject to Debt: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever,

and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

NINTH

Directors: All corporate powers of the Corporation shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of the Board of Directors. The initial number of directors of the corporation shall be one (1). Thereafter, the number of directors of the Corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, and in accordance with the requirements of the laws of the State of Idaho.

The name and address of the person who is to serve as director until the first meeting of shareholders, and until his successors are elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
William H. Page	10296 Fairview Avenue Boise, Idaho 83704

TENTH

Sale of Corporate Assets: A voluntary sale, lease or exchange of all of the property and the assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions

as it may deem expedient for the best interest of the corporation, but only when such act is authorized by the vote of the holders of two-third's (2/3) of the voting power of all shareholders.

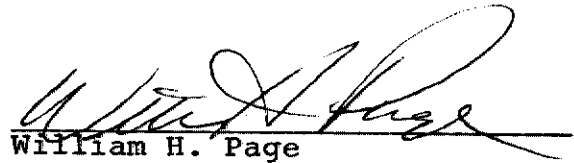
#### ELEVENTH

No Conflict: No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation, and any director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any Director of the Corporation, who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

TWELFTH

By-Laws: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the Corporation and to adopt new By-Laws, and 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 prescribed by law, by a majority vote of the stockholders represented in person or by proxy, at any annual meeting of the stockholders or at any special meeting duly called for that purpose, except where the laws of the said State of Idaho shall otherwise provide.

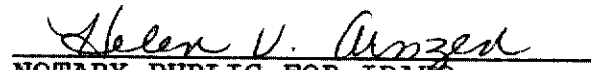
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1 day of NOVEMBER, 1988.

  
William H. Page

STATE OF IDAHO )  
 ) : ss  
County of Ada )

On this 1 day of November, 1988, before me, the undersigned, a Notary Public for Idaho, personally appeared William H. Page, known to me to be the person whose name is subscribed to the above and 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.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
Commission Expires 1/24/91