

# State of Idaho

## Department of State

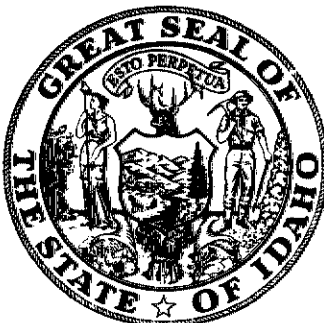
### CERTIFICATE OF INCORPORATION OF

DEGRANGE INC.  
File number C 107789

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: September 26, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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# ARTICLES OF INCORPORATION

## OF

## DeGRANGE INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

### I

The name of the corporation shall be DeGrange Inc..

### II

The term for which said corporation shall exist shall be in perpetuity.

### III

The location and post office address of the registered office of this corporation in the State of Idaho, shall be Boise, Idaho with K. D. DeGrange, P. O. Box 410 S. Orchard, Suite 164, Boise 83704 321, Boise, Idaho as registered agent.  
83701

#### IV

The objects and purposes for which this corporation is formed shall be and are:

1. To buy and sell, discount and rediscount, and loan on notes, drafts, bills of exchange, stocks, bonds, contracts on personal and real property, mortgages, securities and choses of action of all kinds, both as principal and as agent; to act as agent or attorney for the transaction of any business or the management of the estates or the collection of rents, accounts, interest, dividends, notes and bonds, securities for money, and demands of every kind and character; and to also act as agent or trustee for persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent or trustee; also to act as agent or broker in securing loans effecting sales of real and personal property; to organize, finance, develop and improve business firms, partnerships and corporations.

2. To transact the business of investment, management or financial advisor to others and to transact the business of an investment, management or financial agent or broker and on behalf of others, to buy, sell, deal in, manage or otherwise enter into transactions in real, personal or intangible properties or property rights.

3. To conduct the business of an agent in the collection, adjustment, compromise and settlement of debts, demands, accounts, estates, and claims of all kinds,

including damage claims and also the business of credit reporting.

4. To act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums and doing such other business as may be delegated to agents by such companies, and to conduct a general insurance agency and insurance brokerage business.

5. To engage generally in the construction and property management business and to erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control any and all kinds of buildings and structures which may at any time be necessary, useful or advantageous for the corporation and to transact the business of a real estate agent or broker, and in behalf of others, to buy, sell, deal in, lease, rent and manage real estate and any interest therein.

6. To purchase, lease or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which, in the judgment of the directors or stockholders of the company, shall be necessary or proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

7. To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell or otherwise dispose of any trade names, trademarks, processes, inventions, formulas, patents, patent rights or letters patent, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

8. To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of this State of Idaho, or otherwise, and while the owner of any such shares of the capital stock or bonds or other property, 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 for that purpose from time to time, to the same extent as natural persons could or might do.

9. To purchase, hold sell and reissue the shares of the stock of this corporation.

10. To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation, either foreign or domestic, engaged in any business in which

this corporation would have the right to engage under these Articles of Incorporation.

11. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the purposes herein expressed, 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.

12. To deal in and with goods, wares, merchandise and all other forms of personal property, without limitation, or any interest therein, whether within the State of Idaho or elsewhere, to the same extent that a natural person might do so.

13. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable or non-negotiable, whether secured or unsecured.

14. For the purpose of securing all or any of its contracts, obligations, or liabilities to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all or any part of the property or assets at any time held or owned by this corporation.

15. To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to

the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more office or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

16. It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

## V

The business of this corporation shall be managed and conducted by a Board of at least two directors, the first Board to be elected at the first meeting of the incorporators of this corporation, and the entire Board to be elected annually thereafter by the stockholders of this corporation at the annual meeting of the stockholders of this corporation.

## VI

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors.

## VII

The By-Laws of this corporation may be repealed, amended, altered, or new By-Laws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued, or by the written consent, duly acknowledged in the same manner as conveyances of real property are required to be acknowledged, of the holders of not less than a majority of the subscribed for and issued capital stock, which written consent may be in more than one instrument. Furthermore, The Board of Directors of this corporation shall have the power to repeal, amend and alter the By-Laws of the corporation, and to adopt new By-Laws, by vote of not less than a majority of the members of said Board of Directors; provided, that the Board of Directors shall not make or alter any By-Laws fixing the qualifications, classification, term of office or compensation of the members of such board.

## VIII

The capital stock of this corporation shall consist of Five Thousand Shares (5000) of common stock with a par value of \$1.00 per share. All shares of stock in this corporation shall be non assessable.


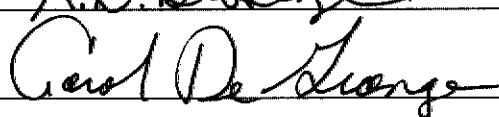
## IX

The names and post office addresses, together with the number of shares of stock subscribed by each of the incorporators and initial directors are as follows:

NAME	ADDRESS	NO. OF SHARES
Carol A. DeGrange	11185 Peconic Drive Boise, ID 83709	0
Kenneth D. DeGrange	1185 Peconic Drive Boise, ID 83709	100

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

26TH day of September, 1994.

INITIAL DIRECTORS are the incorporators above, Carol A. DeGrange and Kenneth D. DeGrange, both of Boise, Idaho.

STATE OF IDAHO       )  
                                  ) ss  
COUNTY OF ADA       )

On this 26th day of September, 1994, before me a Notary Public in and for said county and state, personally appeared CAROL A. DEGRANGE and KENNETH D. DEGRANGE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

INWITNESS WHEREOF I have hereunto set my hand and seal to this certificate the day and year first above written.

Karen Hopper

Notary Public for Idaho

Residing at Baile, ID

My Commission expires: 8-21-98

