



CERTIFICATE OF INCORPORATION  
OF

**C & P ENTERPRISES, INC.**

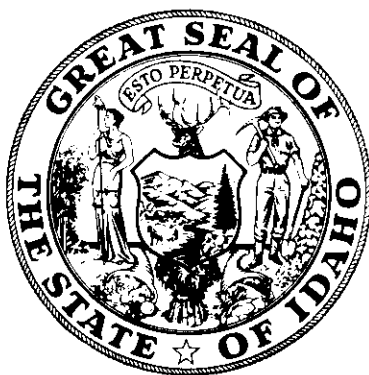
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**C & P ENTERPRISES, INC.**

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 17, 1983**



SECRETARY OF STATE

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

NOV 17 6 54 AM '03

ARTICLES OF INCORPORATION  
OF  
C & P ENTERPRISES, INC.

ARTICLE I

The corporation formed herein shall be known, from the date of its incorporation until later altered or said corporation is dissolved, as C & P ENTERPRISES, INC.

ARTICLE II

The corporation herein formed shall have a perpetual duration and shall remain in existence according to the laws of the State of Idaho until such time as said corporation is effectively dissolved by voluntary will, or by operation of law.

ARTICLE III

The purpose of the corporation herein formed shall be to transact all lawful business for which corporations may be formed in the State of Idaho, as from time to time said corporation may deem desirable for benefit of said corporation; said benefits to be at the exclusive discretion of the directors.

ARTICLE IV

There shall be only one (1) class of stock, known as Common Stock, issued by the corporation. The stock and shares of C & P ENTERPRISES, INC., shall be non-assessable.

#### ARTICLE V

The corporation shall be authorized to issue Five Hundred Thousand shares (500,000) of capital common stock at a par value of Ten Cents (\$0.10) per share.

#### ARTICLE VI

Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

1. Such shareholders shall give written notice by registered mail to the secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have ten (10) days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the board of directors without any action by the shareholders of the corporation.

2. In the event that the corporation should fail to purchase all of such shares within the said ten (10) day period, the secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record stating the number of shares offered for sale but not

purchased by the corporation, the price per share, and other terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as appears on the books of the corporation. Within ten (10) days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

3. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

4. If none or only a part of the shares offered for sale is purchased by the corporation or shareholders, or both then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the corporation.

5. Any sale of the shares of the corporation shall be null and void unless the provisions of this Article Six are strictly observed and followed.

#### ARTICLE VII

The initial registered office of the corporation shall be 1100 Clark Road, Moscow, Idaho, 83843.

#### ARTICLE VIII

The initial registered agent of said corporation residing within the State of Idaho, shall be Steven D. Clark whose address is 1100 Clark Road, Moscow, Idaho, 83843.

#### ARTICLE IX

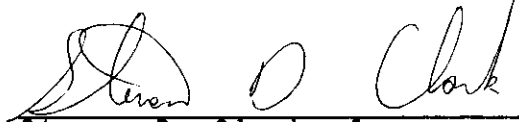
There shall be no fewer than one (1) Director of the corporation; initially there shall be two Directors in said corporation to serve in such office until such time as there is a


first meeting of shareholders to elect permanent Directors to serve in said position for a period of one (1) year. The following persons, namely, Steven D. Clark and Donald Pinard, shall serve as the initial Directors

#### ARTICLE X

The incorporators of C & P ENTERPRISES, INC., are Steven D. Clark whos address is 1100 Clark Road, Moscow, Idaho, 83843 and Donald Pinard whos address is 1100 Clark Road, Moscow, Idaho, 83843.

DATED this 11th day of November, 1983.

  
\_\_\_\_\_  
Steven D. Clark, Incorporator

  
\_\_\_\_\_  
Donald Pinard, Incorporator