



CERTIFICATE OF INCORPORATION  
OF

S.A. INTERNATIONAL, 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: **October 31, 1990**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION  
OF  
S.A. INTERNATIONAL, INC.

Oct 31 3 57 PM '90  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That BOYD ANTRIM and RUDY STEPHENSON, the undersigned, citizens of the United States of America, over the age of twenty-one years, hereby voluntarily execute and file these ARTICLES for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE FIRST

The name of this corporation is and shall be:  
S.A. INTERNATIONAL, INC.

ARTICLE SECOND

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal, agent, or otherwise, in any and every part of the world, any and every thing herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

1. To transact business as an employment agency.
2. To enter into and make and perform and carry contracts of any kind and description made for any lawful purpose without limit as to amount with any persons, firms, associations or corporations, whether public or private, with any territory or government or agency thereof.
3. To acquire, hold, own and dispose of grants, consignments, franchises, or interest therein; to cause to be formed, merged or reorganized, and to promote and aid in any way permitted by law, the formation, merger or reorganization of any corporation, domestic or foreign, including the right from time to time to merge with or enter into and execute a reorganization with any other corporation or corporations to the full extent and in the manner permitted by law; to enter into contracts of underwriting or the securities of any other corporation, domestic or foreign, and to buy, sell and deal in the same, or any interest therein, and to act as manager of such underwriting agreements to investigate and report with respect to, and undertake, carry on, assist, and participate in the liquidation and reorganization or consolidation of business concerns, manufacturing concerns, power companies, and other firms, associations and corporations, domestic and foreign, and for all purposes, and to the extent permitted by law, to take over the properties, manage the affairs and conduct the business of such concerns, firms, associations and corporations, domestic or foreign, and in the course of such

business, to acquire and dispose of, deal in, realize upon, or otherwise turn to account all and any negotiable or transferable instruments or securities.

4. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, association, or corporation, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

5. To develop, improve, operate, buy or sell, acquire, own, operate, mortgage, sell, assign, transfer or otherwise dispose of, trade and deal in and with lands, residences, buildings, warehouses and storage buildings, power plants, power lines, ditches, water rights, hospitals, airports, airways, airlines, restaurants, and any and all facilities in connection therewith.

6. To acquire, by purchase or otherwise, own, hold, control, dispose of, by sale or otherwise, realize upon or otherwise turn to account, manage, liquidate, or reorganize the properties, assets, business undertakings, enterprises or ventures, or any part thereof, of corporations, domestic or foreign, associations, firms, individuals, syndicates and others, to further and promote the general business interest of any thereof.

7. To borrow money and have moneys borrowed for or in payment for property acquired or for any other objects or purposes of this corporation, or otherwise, in connection

with the transaction of any part of its business; to issue bonds, debentures, notes and other obligations, secured or unsecured, and to mortgage, pledge, or hypothecate any and all of its property or assets as security therefor; to loan its own funds with or without security.

8. To apply for, obtain, register, purchase, lease or otherwise acquire, hold, own, operate, introduce, develop or control, sell, assign, or otherwise dispose of, take or grant franchises, licenses, leases, patents, and trade-marks, and/or other rights with respect to, and in any and all ways to finance or turn to account, inventions, improvements, processes, copyrights, patents, trade-marks, trade-names, and distinctive marks and similar rights of any and all kinds, and whether granted, registered or established by or under the laws of the United States or any other state, country or place.

9. To conduct its business in any and all of its premises, and maintain offices, both within the State of Idaho and in all parts of the world.

10. To do each and every thing necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any and all of the objects herein enumerated or incident to the powers herein named and which at any time shall appear conducive thereto, or expedient for the protection or benefit of this corporation; to do and perform every kind of business or corporate act permitted by law under Articles of

Incorporation of this character, whether or not such business or act is included among the purposes herein specified.

11. To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do.

12. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; and to engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description; to act as agents for the purchase, sale and handling of goods, wares and merchandise of any kind and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

13. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, whether alone or in connection with any person, firm, association or corporation, and enter into partnership with other corporations, firms, associations, persons, individuals, or others, for the attainment of any of the foregoing objects or purposes, or for any lawful purpose, business or enterprise.

14. The foregoing clauses should be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects, and powers,

shall not be held to limit or restrict in any way the general powers of this corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this ARTICLE SECOND of these ARTICLES OF INCORPORATION shall in no way be limited or restricted by reference to or inference from the terms of any clause or paragraph of this ARTICLE, but that each of the purposes, objects and powers specified in this ARTICLE, and each of the paragraphs of these ARTICLES OF INCORPORATION, shall be regarded as and for independent purposes, objects and powers.

#### ARTICLE THIRD

The principal place of business of this corporation is to be 2645 N. Cole Rd, Suite F, Boise, Ada County, Idaho 83704. The initial registered agent is BOYD ANTRIM, 2645 N. Cole Rd, Suite F, Boise, Ada County, Idaho 83704. The address of the initial registered office is 2645 N. Cole Rd, Suite F, Boise, Ada County, Idaho 83704.

#### ARTICLE FOURTH

The existence of this corporation shall be perpetual.

#### ARTICLE FIFTH

The number of directors of the corporation shall be as specified in the BY-LAWS, and the number of said directors may from time to time be increased or decreased in such manner as may be prescribed in the BY-LAWS, provided the additional directors may be elected by the directors

then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified. The number of directors constituting the initial board of directors shall be two (2). The names and addresses of the initial board of directors members are BOYD ANTRIM, 2645 N. Cole Rd, Suite F, Boise, Idaho 83704, and RUDY STEPHENSON, 2645 N. Cole Rd, Suite F, Boise, Idaho 83704.

#### ARTICLE SIXTH

The total amount of authorized capital stock of this corporation shall be FIVE THOUSAND DOLLARS (\$5,000.00), divided into five thousand (5,000) shares of common stock of the par value of ONE DOLLAR (\$1.00) per share.

#### ARTICLE SEVENTH

The names and post office addresses of the incorporators are BOYD ANTRIM, 2645 N. Cole Rd, Suite F, Boise, Idaho 83704, and RUDY STEPHENSON, 2645 N. Cole Rd, Suite F, Boise, Idaho 83704. The number of shares subscribed by each is one (1).

#### ARTICLE EIGHTH

The holders of shares of any class of stock of this corporation shall, upon the sale by authorization of the corporation, for cash or shares of the same class, have the right, during a reasonable time to be fixed by the BOARD OF DIRECTORS, to purchase such shares at the price as may be fixed therefor by the BOARD OF DIRECTORS but at not less than par value of such shares.



IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this 30<sup>th</sup> day of July, 1990.

  
BOYD ANTRIM

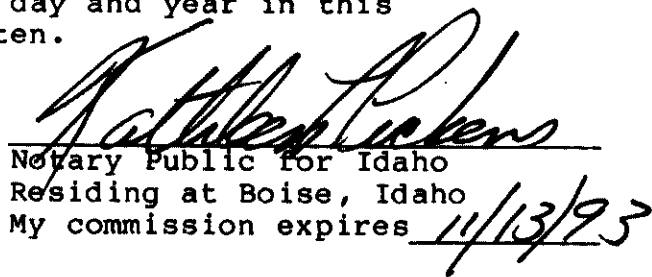
IN WITNESS WHEREOF, I have hereunto set my hand and  
seal this 30 day of July, 1990.

  
RUDY STEPHENSON

STATE OF IDAHO,     )  
                              : ss.  
County of Ada.     )

On this 30<sup>th</sup> day of July, 1990, before me, the  
undersigned, a Notary Public in and for the State of Idaho,  
personally appeared BOYD ANTRIM, known to me to be the  
person whose name is subscribed to the within instrument,  
and acknowledged to me that he executed the same.

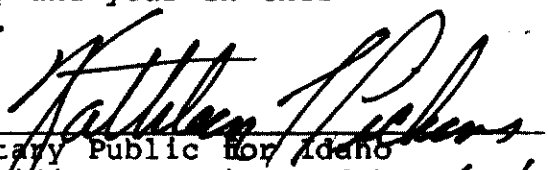
IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal the day and year in this  
certificate first above written.

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 11/13/93

STATE OF IDAHO,     )  
                              : ss.  
County of Ada.     )

On this 30<sup>th</sup> day of July, 1990, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared RUDY STEPHENSON, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

  
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Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires 11/13/93