

State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GEM STATE INVESTMENTS, INC.

was filed in the office of the Secretary of State on the **Twelfth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Lewiston** in the County of **Nez Perce**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **12th** day of **April**, A.D., 19**63**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GEM STATE INVESTMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED, BEING NATURAL PERSONS OF FULL AGE AND AT LEAST TWO-THIRDS OF THEM BEING CITIZENS OF THE UNITED STATES, IN ORDER TO FORM A CORPORATION FOR THE PURPOSES HEREINAFTER STATED, PURSUANT TO THE BUSINESS CORPORATION ACT OF IDAHO, DO HEREBY CERTIFY AS FOLLOWS:

FIRST: THE NAME OF THE CORPORATION IS GEM STATE INVESTMENTS, INC.

SECOND: THE PURPOSES FOR WHICH SAID CORPORATION IS FORMED ARE:

(A) TO CONDUCT RESEARCHES, INVESTIGATIONS AND EXAMINATIONS OF BUSINESSES AND ENTERPRISES OF EVERY KIND AND DESCRIPTION WITH THE AIM OF SECURING INFORMATION AND PARTICULARS FOR THE INVESTMENT AND EMPLOYMENT OF CAPITAL.

(B) TO UNDERTAKE AND TRANSACT ALL KINDS OF BUSINESS RELATING TO THE GATHERING AND DISTRIBUTION OF FINANCIAL AND INVESTMENT INFORMATION.

(C) TO SUBSCRIBE FOR, RECEIVE, PURCHASE OR OTHERWISE ACQUIRE, UNDERWRITE, OBTAIN AN INTEREST IN, OWN, HOLD, PLEDGE, HYPOTHECATE, MORTGAGE, ASSIGN, DEPOSIT, CREATE TRUSTS WITH RESPECT TO, DEAL IN, EXCHANGE, SELL AND OTHERWISE DISPOSE OF, ALONE OR IN SYNDICATES OR OTHERWISE IN CONJUNCTION WITH OTHERS, AND GENERALLY DEAL IN AND WITH ALL OR ANY OF THE FOLLOWING (HEREINAFTER SOMETIMES REFERRED TO COLLECTIVELY AS "SECURITIES" OR INDIVIDUALLY AS A "SECURITY"), NAMELY: ALL KINDS OF SHARES,

STOCKS, VOTING TRUST CERTIFICATES, TRUST CERTIFICATES, BONDS, MORTGAGES, DEBENTURES, TRUST RECEIPTS, NOTES AND OTHER SECURITIES, OBLIGATIONS, CONTRACTS, CERTIFICATES OF INTEREST, CHOSSES IN ACTION AND EVIDENCES OF INDEBTEDNESS GENERALLY OF ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON, OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, AND EVIDENCES OF ANY INTEREST THEREIN OR IN RESPECT THERETO; TO ACQUIRE OR BECOME INTERESTED IN ANY SUCH SECURITIES BY ORIGINAL SUBSCRIPTION, UNDERWRITING, PARTICIPATION IN SYNDICATES OR OTHERWISE AND IRRESPECTIVE OF WHETHER OR NOT SUCH SECURITIES ARE FULLY PAID OR SUBJECT TO FURTHER PAYMENTS OR ASSESSMENTS; TO ISSUE IN EXCHANGE THEREFOR ITS OWN SECURITIES; AND WHILE THE OWNER OR HOLDER OF ANY SUCH, TO EXERCISE ALL THE RIGHTS, POWERS AND PRIVILEGES OF OWNERSHIP OR INTEREST IN RESPECT THEREOF, INCLUDING THE RIGHT TO VOTE THEREON AND OTHERWISE ACT WITH RESPECT THERETO; AND TO PROMOTE, MANAGE, PARTICIPATE IN AND ACT AS AGENT FOR ANY UNDERWRITING, PURCHASING OR SELLING SYNDICATE OR GROUP AND OTHERWISE TO TAKE PART IN AND ASSIST IN ANY LEGAL MANNER, BY GUARANTY OR OTHERWISE, THE PURCHASE, SALE OR DISTRIBUTION OF ANY SUCH SECURITIES.

(D) TO PROMOTE, CAUSE TO BE ORGANIZED, FINANCE AND AID BY LOAN, SUBSIDY, GUARANTY, CONTRIBUTION TO CAPITAL OR SURPLUS, OR OTHERWISE, ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, LOCATED IN OR ORGANIZED UNDER THE LAWS OF ANY AUTHORITY IN ANY PART OF THE WORLD, ANY SECURITY OF WHICH IS HELD DIRECTLY OR INDIRECTLY BY OR FOR THE CORPORATION, OR IN THE BUSINESS, FINANCING OR WELFARE OF WHICH THE CORPORATION SHALL HAVE ANY INTEREST; AND IN CONNECTION THEREWITH TO GUARANTEE

BLAKE AND GIVENS
LAWYERS
LEWISTON, IDAHO

OR BECOME SURETY FOR THE PERFORMANCE OF ANY UNDERTAKING OR OBLIGATION OF THE FOREGOING, AND TO GUARANTEE BY ENDORSEMENT OR OTHERWISE THE PAYMENT OF THE PRINCIPAL OF, OR INTEREST OR DIVIDENDS ON, ANY SUCH SECURITY OF THE FOREGOING; AND GENERALLY TO DO ANY ACTS OR THINGS DESIGNED TO PROTECT, PRESERVE, IMPROVE OR ENHANCE THE VALUE OF ANY SUCH SECURITY.

(E) TO ACQUIRE, PURCHASE, OWN, HOLD, OPERATE, DEVELOP, LEASE, MORTGAGE, PLEDGE, EXCHANGE, SELL, TRANSFER OR OTHERWISE DISPOSE OF AND TO INVEST, TRADE OR DEAL IN, REAL AND PERSONAL PROPERTY OF EVERY KIND AND DESCRIPTION OR ANY INTEREST THEREIN.

(F) TO ENGAGE IN ANY MERCANTILE, MANUFACTURING OR TRADING BUSINESS OF ANY KIND OR CHARACTER WHATSOEVER, AND TO DO ALL THINGS INCIDENTAL TO ANY SUCH BUSINESS.

(G) TO ACQUIRE ALL OR ANY PART OF THE SECURITIES, GOOD WILL, RIGHTS, PROPERTY OR ASSETS OF ALL KINDS AND TO UNDERTAKE OR ASSUME THE WHOLE OR ANY PART OF THE OBLIGATIONS OR LIABILITIES OF ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON, OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, LOCATED IN OR ORGANIZED UNDER THE LAWS OF ANY AUTHORITY IN ANY PART OF THE WORLD, AND TO PAY FOR THE SAME IN CASH, STOCKS, BONDS, DEBENTURES OR OTHER SECURITIES OF THIS OR ANY OTHER CORPORATION, OR OTHERWISE IN ANY MANNER PERMITTED BY LAW; AND TO CONDUCT IN ANY LAWFUL MANNER THE WHOLE OR ANY PART OF ANY BUSINESS SO ACQUIRED.

(H) TO ENTER INTO ANY LAWFUL ARRANGEMENT FOR SHARING PROFITS, UNION OF INTEREST, RECIPROCAL CONCESSION OR CO-OPERATION WITH ANY CORPORATION, ASSOCIATION, PARTNERSHIP, SYNDICATE, ENTITY, PERSON, OR GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, LOCATED IN OR ORGANIZED UNDER THE LAWS OF

ANY AUTHORITY IN ANY PART OF THE WORLD, IN THE CARRYING ON OF ANY BUSINESS WHICH THE CORPORATION IS AUTHORIZED TO CARRY ON, OR ANY BUSINESS OR TRANSACTION DEEMED NECESSARY, CONVENIENT OR INCIDENTAL TO CARRYING OUT ANY OF THE PURPOSES OF THE CORPORATION.

(I) To BORROW OR RAISE MONEYS FOR ANY OF THE PURPOSES OF THE CORPORATION AND FROM TIME TO TIME, WITHOUT LIMIT AS TO AMOUNT, TO DRAW, MAKE, ACCEPT, ENDORSE, GUARANTEE, EXECUTE AND ISSUE PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES AND OTHER NEGOTIABLE OR NONNEGOTIABLE INSTRUMENTS AND EVIDENCES OF INDEBTEDNESS, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON BY MORTGAGE ON, OR PLEDGE, CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE ASSETS OF THE CORPORATION, REAL, PERSONAL OR MIXED, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED, AND TO SELL, PLEDGE OR OTHERWISE DISPOSE OF SUCH SECURITIES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(J) To LEND MONEY, EITHER WITHOUT ANY COLLATERAL SECURITY OR ON THE SECURITY OF REAL OR PERSONAL PROPERTY, AND TO ENTER INTO, MAKE, PERFORM AND CARRY OUT, OR CANCEL AND RESCIND CONTRACTS OF EVERY KIND AND FOR ANY LAWFUL PURPOSE WITH ANY PERSON, FIRM, ASSOCIATION, CORPORATION, SYNDICATE, GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN, OR OTHERS.

(K) To APPLY FOR, OBTAIN, REGISTER, PURCHASE, LEASE, OR OTHERWISE ACQUIRE, AND TO HOLD, USE, PLEDGE, LEASE, SELL, ASSIGN, OR OTHERWISE DISPOSE OF FORMULAS, SECRET PROCESSES, DISTINCTIVE MARKS, IMPROVEMENTS, PROCESSES, TRADE NAMES, TRADE-MARKS, COPYRIGHTS, PATENTS, LICENSES, CONCESSIONS AND THE LIKE, WHETHER USED IN CONNECTION WITH OR SECURED UNDER LETTERS PATENT

OF OR ISSUED BY ANY COUNTRY OR AUTHORITY, OR OTHERWISE; AND TO ISSUE, EXERCISE, DEVELOP AND GRANT LICENSES IN RESPECT THEREOF OR OTHERWISE TURN THE SAME TO ACCOUNT.

(L) TO MAKE ANY GUARANTY RESPECTING SECURITIES, INDEBTEDNESS, DIVIDENDS, INTEREST, CONTRACTS OR OTHER OBLIGATIONS SO FAR AS THE SAME MAY BE PERMITTED TO BE DONE BY A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF IDAHO.

(M) TO PURCHASE OR OTHERWISE ACQUIRE, HOLD, SELL, PLEDGE, TRANSFER OR OTHERWISE DISPOSE OF, AND TO REISSUE OR CANCEL THE SHARES OF ITS OWN CAPITAL STOCK OR ANY SECURITIES OR OTHER OBLIGATIONS OF THE CORPORATION IN THE MANNER AND TO THE EXTENT NOW OR HEREFTER PERMITTED BY THE LAWS OF THE STATE OF IDAHO.

(N) TO FURNISH AND PROVIDE DEPOSITS AND GUARANTEE FUNDS REQUIRED IN RELATION TO ANY TENDER OR APPLICATION FOR ANY CONTRACT BY ANY PERSON, PARTNERSHIP, ASSOCIATION OR CORPORATION, AND TO FURNISH BOND FOR ANY PERSON, PARTNERSHIP, ASSOCIATION OR CORPORATION, TO SECURE RELEASE FROM CONFINEMENT OR AS GUARANTEE FOR PERFORMANCE OF ANY OBLIGATION IMPOSED BY CONTRACT OR OTHERWISE.

(O) TO DO EVERYTHING NECESSARY, PROPER, ADVISABLE OR CONVENIENT FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINMENT OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS HEREIN SET FORTH AND TO DO EVERY OTHER ACT AND THING INCIDENTAL THERETO OR CONNECTED THEREWITH, PROVIDED THE SAME BE NOT FORBIDDEN BY THE LAWS OF IDAHO.

(P) IN GENERAL, TO CARRY ON ANY BUSINESS AND TO HAVE AND EXERCISE ALL OF THE POWERS CONFERRED BY THE LAWS OF THE STATE OF IDAHO UPON CORPORATIONS FORMED THEREUNDER; AND TO DO ANY AND ALL OF THE ACTS AND THINGS HEREIN SET FORTH TO THE SAME

EXTENT AS NATURAL PERSONS COULD DO, AND IN ANY PART OF THE WORLD, AS PRINCIPAL, FACTOR, AGENT, CONTRACTOR, TRUSTEE OR OTHERWISE, EITHER ALONE OR IN SYNDICATES OR OTHERWISE IN CONJUNCTION WITH ANY PERSON, ENTITY, SYNDICATE, PARTNERSHIP, ASSOCIATION OR CORPORATION, GOVERNMENTAL, MUNICIPAL OR PUBLIC AUTHORITY, DOMESTIC OR FOREIGN; TO ESTABLISH AND MAINTAIN OFFICES AND AGENCIES AND TO EXERCISE ALL OR ANY OF ITS CORPORATE POWERS AND RIGHTS THROUGHOUT THE WORLD.

THE FOREGOING CLAUSES SHALL BE CONSTRUED AS POWERS AS WELL AS OBJECTS AND PURPOSES, AND THE MATTERS EXPRESSED IN EACH CLAUSE SHALL, UNLESS HEREIN OTHERWISE EXPRESSLY PROVIDED, BE IN NO WISE LIMITED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE, BUT SHALL BE REGARDED AS INDEPENDENT OBJECTS, PURPOSES AND POWERS; AND THE ENUMERATION OF SPECIFIC OBJECTS, PURPOSES AND POWERS SHALL NOT BE CONSTRUED TO LIMIT OR RESTRAIN IN ANY MANNER THE MEANING OF GENERAL TERMS OR THE GENERAL POWERS OF THE CORPORATION; NOR SHALL THE EXPRESSION OF ONE THING BE DEEMED TO EXCLUDE ANOTHER NOT EXPRESSED, ALTHOUGH IT BE OF LIKE NATURE.

THIRD: THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

FOURTH: THE LOCATION AND POST-OFFICE ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS LEWISTON, NEZ PERCE COUNTY, IDAHO.

FIFTH: THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS 500 SHARES OF THE PAR VALUE OF \$10.00 PER SHARE FOR A TOTAL AUTHORIZED CAPITAL OF \$5,000.00.

SIXTH: THE NAMES AND POST OFFICE ADDRESS OF THE INCORPORATORS AND THE NUMBER OF SHARES SUBSCRIBED BY EACH, ARE AS FOLLOWS:

DONALD E. ADAMS	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES
DON G. WEST	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES

EMAGENE WARREN	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES
HARVEY BOESEN	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES
RALPH T. HARVEY	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES
HAROLD VAUGHN	1245 IDAHO ST., LEWISTON, IDAHO	5 SHARES

IN WITNESS WHEREOF WE HAVE HEREUNTO SET OUR HANDS AND
SEALS THIS 10th DAY OF APRIL, 1963.

Donald E. Adams (SEAL)
DONALD E. ADAMS

Don G. West (SEAL)
DON G. WEST

Emogene Warren (SEAL)
EMAGENE WARREN

Harvey Boesen (SEAL)
HARVEY BOESEN

Ralph T. Harvey (SEAL)
RALPH T. HARVEY

Harold Vaughn (SEAL)
HAROLD VAUGHN

STATE OF IDAHO)
) ss.
COUNTY OF NEZ PERCE)

ON THIS 10th DAY OF APRIL, 1963, BEFORE ME PERSONALLY
APPEARED DONALD E. ADAMS, DON G. WEST, EMAGENE WARREN, HARVEY
BOESEN, RALPH T. HARVEY AND HAROLD VAUGHT, KNOWN TO ME TO BE
THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN 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 IN THIS CERTIFICATE FIRST
ABOVE WRITTEN.

Raymond A. Stahl
NOTARY PUBLIC IN AND FOR THE STATE OF IDAHO
RESIDING AT LEWISTON THEREIN.