



**CERTIFICATE OF INCORPORATION  
OF**

**MCKEE'S INCORPORATED**

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: **June 30, 1989**



SECRETARY OF STATE

by: 

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SEC. OF STATE  
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ARTICLES OF INCORPORATION  
OF  
MCKEE'S INCORPORATED

We, the undersigned, being adult citizens of the United States of America, do hereby form a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and do hereby adopt and certify the following Articles of Incorporation, to-wit:

ARTICLE I  
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The name of this Corporation shall be "McKee's Incorporated".

ARTICLE II  
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The term of existence of this Corporation shall be perpetual.

ARTICLE III  
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The purposes for which this Corporation is organized are the transactions of any and all lawful businesses for which corporations may be incorporated under this act.

ARTICLE IV  
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The aggregate number of shares which the corporation shall have the authority to issue is One hundred thousand, (100,000); the shares shall consist of one (1) class only; the par value of each share shall be the sum of ten dollars, (\$10.00); the total authorized capital stock of the corporation is the sum of one million dollars, (\$1,000,000). The stock of this Corporation shall be nonassessible.

## ARTICLE V

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The address of the initial registered office of the corporation is 1115 Main Street, Lewiston, Id. 83501. The name of the initial registered agent of the corporation at the initial registered office of the corporation is Charles L. McKee. The mailing address is 1115 Main Street, Lewiston, Idaho, 83501.

## ARTICLE VI

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The corporation shall have four, (4) directors, except in the event that all of the shares of the corporation are owned beneficially and of record by fewer than four, (4) shareholders, in which event the number of directors may be fewer than four, (4) but not fewer than the number of shareholders.

The initial board of directors shall consist of four, (4) directors. The names and addresses of the persons who are to serve as the directors until their successors be elected and qualified are:

Name	Address	Shares
Charles L. McKee	1767 Lambert Drive, Clarkston, Wa. 99403	200
Judy M. McKee	1767 Lambert Drive Clarkston, Wa. 99403	200
Kimberly J. Schmalbeck	10817 36th Ave. SW Seattle, Wa. 98146	50
Steven F. McKee	1767 Lambert Drive, Clarkston, Wa. 99403	50

ARTICLE VII  
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The name and address of each incorporator is:

Name	Address
Charles L. McKee	1767 Lambert Drive, Clarkston, Wa. 99403
Judy M. McKee	1767 Lambert Drive, Clarkston, Wa. 99403
Kimberly J. Schmalbeck	10817 36th Ave. SW, Seattle, Wa. 98146
Steven F. McKee	1767 Lambert Drive, Clarkston, Wa. 99403

In witness whereof, Charles L. McKee, the incorporator of McKee's Incorporated, has hereunto set his hand and seal this 26th day of JUNE, 1989

Charles McKee

STATE OF IDAHO )

)

COUNTY OF NEZ PERCE )

On this 26th day of June, 1989, before me, the undersigned notary public in and for the State of Idaho, personally appeared Charles McKee, known to me to be the person whose name is subscribed to the within and foregoing 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.

Maribeth Whisman  
Notary Public in and for the State  
of Idaho, residing at Lewiston, there.