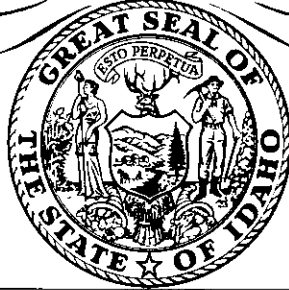


# State of Idaho



## 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

**K-P ENTERPRISES, INC.**

was filed in the office of the Secretary of State on the **Thirtieth** day  
of **April,** A.D. One Thousand Nine Hundred **Sixty-two** and  
duly recorded on Film No. **119** 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

**Fifty years** from the date hereof, with its registered office in this State located at  
**Gibbonsville** in the County of **Lemhi**

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 **30th** day of **April**,  
A.D., 1962 .

Secretary of State.

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, JAMES H. KEITH, ETHYL M. KEITH, R. A. PEDERSEN and RUTH E. PEDERSEN, now living all citizens of the United States, at Gibbonsville, Idaho, and all over the age of 21 years, hereby associate ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and do declare and hereby adopt the following articles of incorporation:

I

The name of the corporation shall be K-P Enterprises, Inc.

II

The period of existence and duration of the life of this corporation shall be 50 years.

III

The registered office of this corporation shall be located at Gibbonsville, in the County of Lemhi, State of Idaho, or any other place deemed advisable by the Board of Directors, and the post office address of its registered office shall be Gibbonsville, Idaho.

IV

The objects and purposes of this corporation shall be:

To deal in properties of all kinds and all other products; to engage in business of both wholesale and retail as dealers in manufacturing, mining, oil, dry goods, stores, motels and service stations. To own, operate and control chain stores dealing in all kinds of merchandise; to produce and deal in manufacturing; to buy and sell merchandise at wholesale and retail and conduct a general mercantile business; to construct and otherwise acquire and to maintain and operate hotels, motels and any other form of hostelry; to buy and sell real estate and receive rents and royalties therefrom and conduct a general store and motel business.

V

To buy and sell groceries and gas and deal in general brokerage

1 business by buying, selling or otherwise trading in groceries and  
2 gas and to carry on such other business pertaining to a store or  
3 other business as may be found necessary or desirable or such as  
4 is engaged in by a corporation of this kind and to deal in all  
5 kinds of mercantile business.

6 To acquire, own and operate mercantile properties. To carry  
7 on general mercantile business and to purchase, sell and deal in  
8 goods, supplies and merchandise of all kinds and to act as  
9 retailers and wholesalers of all kinds of merchandise.

10 To carry on business in the United States or elsewhere as  
11 factors, agents, commission merchants to buy, sell, manipulate and  
12 deal in, at wholesale or retail, merchandise, goods, wares,  
13 products and commodities of every sort, kind or description and to  
14 carry on any other business whether manufacturing or otherwise  
15 which can be conveniently carried on with any of the company  
16 objects.

17 To open stores, offices or agencies throughout the United  
18 States or elsewhere, or to allow or cause the legal estate and  
19 interest in any properties or business acquired, established or  
20 carried on by any other company formed or to be formed, upon trust  
21 for, or as agents or nominees of this company, and to manage the  
22 affairs or take over and carry on the business of any such other  
23 company formed or to be formed, and to exercise all or any of the  
24 powers of any such company, or of holders of shares of stock or  
25 securities thereof, and to receive and to distribute as profits  
26 the dividends and interest on such shares of stock and securities.  
27 To purchase or otherwise acquire and undertake all or any part of  
28 the business, property and liabilities of any persons or company,  
29 carrying on any kind of business which this company is authorized  
30 to carry on. To enter into partnership or into any arrangement  
31 for sharing profits, union of interest, reciprocal concessions,  
32 or co-operate with any person or company carrying on or about to

1 carry on any business which this company is authorized to carry  
2 on, or any business or transaction capable of being conducted so  
3 as, directly or indirectly, to benefit this company.

4 To have and to hold in pure trust real estate of all  
5 descriptions and to act as agents, contractors, trustees or other-  
6 wise, and either alone or in company with others, as fully and to  
7 the same extent as natural persons might or could do and in any  
8 part of the world.

9 To acquire by purchase, subscription or otherwise, and to  
10 hold as an investment, any bonds or other securities or evidences  
11 of indebtedness, or any shares of capital stock created or issued  
12 by any other corporation or corporations, association or assoc-  
13 iations of the State of Idaho, or of any other State, Territory  
14 or Country.

15 To purchase, hold, assign, transfer, mortgage, pledge, or  
16 otherwise dispose of, any bonds or other securities or evidences  
17 of indebtedness created or issued by any corporation or corporations,  
18 association or associations of the State of Idaho, or any other  
19 State, Territory or Country, and, while owner thereof, to exercise  
20 all the rights, powers and privileges of ownership.

21 To purchase, hold, sell, assign, transfer, mortgage, pledge  
22 or otherwise dispose of shares of the capital stock of any other  
23 corporation or corporations of the State of Idaho, or of any other  
24 State, Territory or Country; and, while owner of such stock, to  
25 exercise all the rights, powers and privileges of ownership,  
26 including the right to vote thereon.

27 To aid in any manner any corporation or association of which  
28 any bonds or other securities or evidences of indebtedness or  
29 stock are held by the corporation; or to do any actions or things  
30 designed to protect, preserve, improve or enhance the value of any  
31 such bonds or other securities or evidences of indebtedness of  
32 stock.

1 The purposes of the corporation are from time to time to do  
2 any one or more of the acts and things herein set forth.

3 In general, said corporation shall have and exercise all the  
4 powers conferred by the laws of the State of Idaho upon business  
5 corporations.

6 In furtherance, and not in limitations of the general powers  
7 conferred by the laws of the State of Idaho, and by the principles  
8 of the common law, upon corporations, and of the purposes and the  
9 powers hereinbefore stated, the corporation shall also have the  
10 following purposes and powers, it being expressly provided that  
11 the enumeration of specific powers shall not be construed to limit  
12 or restrict in any manner the aforesaid general powers of the  
13 corporation. The power to repeal and amend the by-laws and adopt  
14 new by-laws is conferred upon the directors and all directors must  
15 be share holders.

16 To enter into, make and perform and carry out contracts of  
17 every sort and kind with any person, firm, association or corpo-  
18 ration, municipality, body, politic, territory, state, government  
19 or colony or dependency thereof, and without limit as to amount to  
20 draw, make, accept, indorse, discount, execute and issue promissory  
21 notes, drafts, bills or exchange, warrants, bonds, debentures, and  
22 other negotiable or transferable instruments, and evidences of  
23 indebtedness whether secured by mortgages or otherwise, as well as  
24 to secure by mortgage or otherwise, so far as may be permitted by  
25 the laws of the State of Idaho.

26 To acquire and carry on all or any part of the business or  
27 property of any company engaged in a business similar to that  
28 authorized to be conducted by this company, or with which this  
29 company is authorized under the laws of this state to consolidate,  
30 or whose stock the company under the laws of this state and the  
31 provisions of this certificate is authorized to purchase, and to  
32 undertake in conjunction therewith, any liabilities of any person.

1 firm, association or company described as aforesaid, possessing  
2 property suitable for any of the purposes of this company, or for  
3 carrying on any business with this company which this company is  
4 authorized to conduct, and as for the consideration for same to  
5 pay cash or to issue shares, stocks or obligations of this company.

6 To apply for, secure, acquire by assignment, transfer,  
7 purchase or otherwise, and to exercise, carry out and enjoy any  
8 charter, license, power, authority, franchise, concession, rights  
9 or privileges, which any government or authority or any corporation  
10 or other public body may be empowered to grant; and to pay for,  
11 aid in and to pay for, aid in and contribute towards carrying the  
12 same into effect, and to appropriate any of the company's shares  
13 of stock, bonds and assets to defray the necessary costs, charges  
14 and expenses thereof.

15 To purchase, acquire, apply for, register, secure, hold, own,  
16 or sell or otherwise dispose of, any and all copyrights, trade-  
17 marks, trade names, distinctive marks, leases, options or royalties.

18 To apply for, bid in, secure, contract for, hire out and  
19 carry out all kinds of investigations of properties, laboratory or  
20 otherwise, and to construct or cause to be constructed, mills,  
21 processing plants and reduction plants and any and all other  
22 objects needed for the proper co-ordination of all and any  
23 mercantile business in the State of Idaho, or in any other State,  
24 Territory or Country and to accept payment for such services in  
25 cash or kind or in any other legal and valuable kind of payment.

26 To purchase or otherwise acquire, own and hold unlimitedly  
27 such real and personal property of every kind and description  
28 within and without the State of Idaho, and in any part of the  
29 world, suitable, necessary, useful and advisable in connection  
30 with any or all of the objects hereinbefore or hereinafter set  
31 forth, and to convey, sell, assign, transfer, lease, mortgage,  
32 pledge, exchange or otherwise dispose of any of such property.

1 In the purchase or acquisition of property, business, rights,  
2 or franchise, or for additional working capital, or for any other  
3 object in or about its business or affairs, and without limit as  
4 to amount, to incur debt and to raise, borrow and secure the pay-  
5 ment of money in any lawful manner, including the issue and sale  
6 or other disposition of bonds, warrants, debentures, obligations,  
7 negotiable and transferable instruments and evidences of indebted-  
8 ness of all kinds, whether secured by mortgage, pledge, deed of  
9 trust or otherwise.

10 To promote any individual company or companies for the  
11 purpose of acquiring all or any of the property and liabilities of  
12 the company, or for any other purpose, which may seem directly or  
13 indirectly calculated to benefit the company.

14 To carry on any other business, whether manufacturing or  
15 otherwise, which may seem to the company capable to being conven-  
16 iently carried on in a connection with its business or calculated  
17 directly or indirectly to enhance the value of or render profitable  
18 any of the company's property or rights.

19 The said corporation may perform any part of its business  
20 outside the State of Idaho, in any other State, Territories or  
21 possessions of the United States and in foreign countries.

22 To do each and all things above set forth to the same extent  
23 and as fully as natural persons might do or could do in the State  
24 of Idaho, or in any other State, Country or place.

25 To do each and every thing necessary, suitable, useful or  
26 advisable for the accomplishment of any one or more of said objects,  
27 or which shall at any time appear to be conducive to or expedient  
28 for the benefit of said corporation in connection therewith.

29 VI

30 The capital stock of this corporation shall be TWENTY FIVE  
31 THOUSAND AND NO/100 (\$25,000.00) DOLLARS. There shall be 25,000  
32 shares of common stock of the par value of ONE DOLLAR each.

1 The capital stock shall all be of the same class and of the  
2 same rights and voting power and with no preferences and will be  
3 non-assessable without a special meeting of the stockholders and  
4 only then when seventy five per cent (75%) of the shareholders  
5 present vote in favor of the same.

6 The name and post office address of each of the incorporators  
7 of this corporation and a statement of the number of shares sub-  
8 scribed by each is as follows:

9	<u>NAMES</u>	<u>ADDRESSES</u>	<u>NUMBER OF SHARES</u>
10	James H. Keith	Gibbonsville, Idaho	9500
	Ethyl M. Keith	Gibbonsville, Idaho	9500
11	R. A. Pedersen	Gibbonsville, Idaho	3000
	Ruth E. Pedersen	Gibbonsville, Idaho	3000

12 IN WITNESS WHEREOF, We have hereunto set our hands this 11th  
13 day of April, 1962.

14 James H. Keith  
15 Ethyl M. Keith  
16 R. A. Pedersen  
17 Ruth E. Pedersen

18  
19 STATE OF IDAHO  
20 County of Lemhi--SS

21 On this 11th day of April, 1962, before me, the undersigned,  
22 a Notary Public in and for said State, personally appeared James  
23 H. Keith, Ethyl M. Keith, R. A. Pedersen and Ruth E. Pedersen,  
24 known to me to be the persons whose names are subscribed to the  
25 within instrument, and acknowledged to me that they executed the  
26 same.

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

30 Fred H. Snook  
31

32 Notary Public for Idaho, Residing at Salmon, Idaho