



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FODAC, 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 4, 1988**



SECRETARY OF STATE

by: _____

Oct 4 4 46 PM '88
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
FODAC, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is FODAC, INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to transact any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares, of one class only, which shall be designated as common stock. The par value of each share is \$1.00.

ARTICLE V. CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase and redeem its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent authorized by the Act, when and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE VI. PREEMPTIVE RIGHTS DENIED

Shareholders of the Corporation shall not have any preemptive rights of subscription or purchase of shares of capital stock of the Corporation or to acquire any obligations of the Corporation convertible into shares of capital stock of the Corporation.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 602 Weyyakin, Ketchum, Idaho 83340 and the name of its initial registered agent at that office is Reuben D. Getz.

ARTICLE VIII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be determined in the manner specified in the Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Reuben D. Getz	P.O. Box 2768 Sun Valley, ID 83353
Joyce A. Getz	P.O. Box 2768 Sun Valley, ID 83353

ARTICLE IX. INCORPORATORS

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Susan D. Miner	P.O. Box 1617 Boise, Idaho 83701

DATED this 4th day of October, 1988.

Susan D. Miner
Susan D. Miner