

6/6/91

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WADE'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: November 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Sheryl DeWitt
Corporation Clerk

ARTICLES OF INCORPORATION

OF

WADE'S INCORPORATED

RECEIVED
SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof, and supplemental thereto, do hereby certify as follows:

I

The name of the corporation shall be:

WADE'S INCORPORATED

II

The existence of this corporation shall be perpetual.

III

The purposes and objects for which the corporation is formed are to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act in this state.

IV

The location and post office address of the registered office of the corporation is:

290 N. Main, P.O. Box 429, Driggs, Idaho 83422.

The name of the initial registered agent at such address is: BRETT COOKE.

**ARTICLES OF INCORPORATION-1
WADE'S INCORPORATED**

V

The total authorized capital stock of this corporation shall be one thousand 1,000 shares with no par value. There shall be no other class of stock issued by this corporation.

VI

It is the desire and intention of the corporation and of the parties hereto that the corporation should make a Sub-Chapter S election under Section 1244 of the United States Internal Revenue Code, and should terminate and revoke any such election, once made, only in accordance with the determination of the holders of a majority of all the outstanding stock of the corporation.

VII

The name and post office address of the incorporators, and the number of shares subscribed to him\her, are as follows:

| <u>Name</u> | <u>Address</u> | <u>No. of Shares</u> |
|--------------|----------------------|----------------------|
| Mark L. Wade | P.O. Box 429, Driggs | 250 |
| Sheryl Wade | " " | 250 |
| Brett Cooke | P.O. Box 572, Driggs | 0 |

VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLES OF INCORPORATION-2
WADE'S INCORPORATED

IX

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws.

The following persons are the named directors of the corporation and are to serve until their successors are elected and qualified:

Mark L. Wade

President

Sheryl Wade

Vice President

Brett Cooke

Secretary/Treasurer

X

The Board of Directors of this corporation may meet and transact business of the corporation either at the principal place of business designated herein, or at such other place by a resolution of the Board of Directors. All or any meetings of the shareholders may also be held within or without the State of Idaho.

XI

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) Subject to the By-Laws, if any, adopted by the shareholders, to make, alter or repeal the By-Laws of the corporation;

ARTICLES OF INCORPORATION-3
WADE'S INCORPORATED

(2) To encumber the corporate assets, personal or real, and to guarantee the indebtedness of others, without limitation;

(3) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserves; and

(4) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, including power to execute and seal documents. Such committee shall be named or designed as the Board may direct. All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, the said incorporators have set their hands this 6th + 8th day of November, 1991.

Mark L. Wade
MARK L. WADE

Sheryl Wade
SHERYL WADE

Brett Cooke
BRETT COOKE

ARTICLES OF INCORPORATION-4
WADE'S INCORPORATED

STATE OF IDAHO)
: ss.
County of Teton)

On this 6th day of November, 1991, before me, the undersigned notary public, personally appeared MARK L. WADE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

Karen C Powers
Notary Public for Idaho
Residing at: Tetonia
Commission expires: 12/6/96

STATE OF IDAHO)
: ss.
County of Teton)

On this 8th day of November, 1991, before me, the undersigned notary public, personally appeared **SHERYL WADE**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

Karen C. Powers
Notary Public for Idaho
Residing at: Teton'a
Commission expires: 12/6/96

STATE OF IDAHO)
: ss.
County of Teton)

On this 14th day of November, 1991, before me, the undersigned notary public, personally appeared BRETT COOKE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

Karen C. Powers
Notary Public for Idaho
Residing at: Tetonia
Commission expires: 12/6/86

**ARTICLES OF INCORPORATION-5
WADE'S INCORPORATED**