



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

~~EXCHANGE ENTERPRISES OF IDAHO FALLS, 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 \_\_\_\_\_

~~EXCHANGE ENTERPRISES OF IDAHO FALLS, INC.~~

, 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 9, 19 80.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

100 JUN 9 AM 10 12  
ARTICLES OF INCORPORATION

OF

EXCHANGE ENTERPRISES OF IDAHO FALLS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, acting as incorporators under the provisions of the Idaho General Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation shall be:

EXCHANGE ENTERPRISES OF IDAHO FALLS, INC.

ARTICLE II - PURPOSES

The purpose or purposes for which the Corporation is organized is the transaction of any or all lawfull business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE III - POWERS

Pursuant to the general purposes of the Corporation, the Corporation is hereby authorized and empowered to do and act, and to carry on any business authorized by the Corporation and the State of Idaho, as necessary to compliment and augment the general purposes of the Corporation.

ARTICLE IV - EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE V - STOCK

5.1 There shall be one class of share, all of which shall be common shares.

5.2 The aggregate number of shares which this Corporation shall have authority to issue 5,000 shares with a par value of \$1.00 per share for an aggregate par value of \$5,000.00.

5.3 Each share shall have equal voting powers; each share entitling the holder to one (1) vote.

5.4 No shares shall be issued until the same are fully paid for.

5.5 Any such shares may be assessable as provided by law and as determined by a majority vote of the board of Directors.

5.6 All stock issued shall be considered "Section 1244 Stock" as is defined under Internal Revenue Code Section 1244. Any individual or partnership receiving such stock shall be entitled to any benefits as explained in that Internal Revenue Code Section.

5.7 There are no provisions denying preemptive rights.

## ARTICLE VI - REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation are:

6.1 Restriction of transfer of stock. The shareholders may adopt a stock purchase or buy/sell agreement upon one hundred percent vote at any official shareholder's meeting. Once adopted, said agreement may not be amended, repealed, or altered without concurrence of 100% of the shareholders.

## ARTICLE VII - REGISTERED AGENT

The name of the initial registered agent and the location of the registered office of the Corporation are:

John A. Packer  
347 "C" Street  
Idaho Falls, Idaho 83401

ARTICLE VIII - INCORPORATORS AND INITIAL DIRECTORS

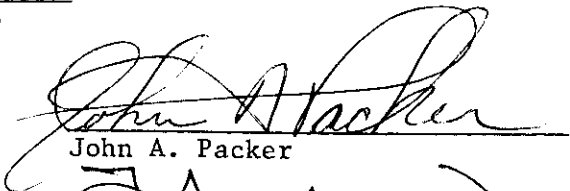
The name, post office address, number and class of shares subscribed of each of the incorporators and the initial directors to serve until the first election of the directors are as follows:

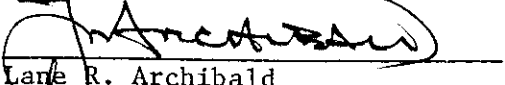
John A. Packer	1 Share Common
347 "C" Street	
Idaho Falls, Idaho 83401	

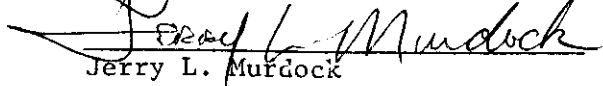
Lane R. Archibald	1 Share Common
470 "B" Street	
Idaho Falls, Idaho 83401	

Jerry L. Murdock	1 Share Common
Route 1, Box 283	
Shelley, Idaho 83274	

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Incorporation in duplicate and certify to the truth of the facts herein, and do respectively subscribe to the number of shares hereinbefore set forth after their respective names this 16<sup>th</sup> day of May, 1980.

  
John A. Packer

  
Lane R. Archibald

  
Jerry L. Murdock

STATE OF IDAHO                    )  
  ss.  
County of Bonneville            )

I, Sheila M. Oakley, a Notary Public, do hereby certify that on this 16th day of May, 1980, personally appeared before me, John A. Packer, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

Sheila M. Oakley  
Notary Public for Idaho  
Residing at: Piquette, Idaho  
My Commission Expires:

(SEAL)

STATE OF IDAHO                    )  
  ss.  
County of Bonneville            )

I, Sheila M. Oakley, a Notary Public, do hereby certify that on this 16th day of May, 1980, personally appeared before me, Lane R. Archibald, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

Sheila M. Oakley  
Notary Public for Idaho  
Residing at: Piquette, Idaho  
My Commission expires:

(SEAL)

STATE OF IDAHO                    )  
  ss.  
County of Bonneville            )

I, Sheila M. Oakley, a Notary Public, do hereby certify that on this 16th day of May, 1980, personally appeared before me, Jerry L. Murdock, who being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator and that the statements therein contained are true.

Sheila M. Oakley  
Notary Public for Idaho  
Residing at: Piquette, Idaho  
My Commission expires:

(SEAL)

LANE R. ARCHIBALD  
ATTORNEY AT LAW

1980 JUN 9 AM 10 10  
STATE OF IDAHO

470 B STREET  
P.O. Box 1156  
IDAHO FALLS, IDAHO 83401  
TELEPHONE (208) 523-6660

June 5th, 1980

Ann Fisk  
Secretary of State  
Capitol Building  
Boise, Idaho 83720

Re: Exchange Enterprises of Idaho Falls, Inc.

Dear Ann:

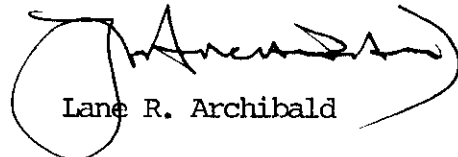
Please find enclosed the Articles of Incorporation of the above described corporation.

Please note that the Incorporators of this corporation are the same stockholders of Planco, Inc. and Exchange Enterprises of Denver, Inc.. As a result, the parties consent to the similar names of Exchange Enterprises of Denver, Inc. and Exchange Enterprises of Idaho Falls.

Please file and return as soon as possible.

Thank you.

Sincerely,

  
Lane R. Archibald

LRA/so  
encl.