



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

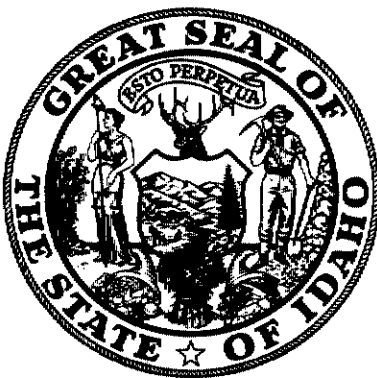
MERIT, INC.

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:

May 15, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF

MERIT, INC.

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KNOW ALL MEN BY THESE PRESENTS that I, the undersigned citizen of the United States of America, over the age of twenty-one years, do hereby voluntarily form a domestic corporation under and by virtue of the laws of the State of Idaho, and I do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be MERIT, INC..

ARTICLE II.

The purpose or purposes for which the corporation is organized are:

2.1 The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The registered agent shall be and the location and post office and physical address of the corporation's registered office in the State of Idaho shall be SHEILA MERRITT, c/o Sable Trail Ranch, Box 21, Red River Road, Elk City, Idaho 83525.

ARTICLE V.

This company shall be capitalized for \$500,000. The total authorized stock of this corporation shall be divided into 100,000 shares, all of which shall be common stock with a par value of \$5.00 per share. Said shares shall be non-assessable and shall be of the same class and every share of said stock shall be equal in all respects to every other of said shares, and there shall be no preemptive rights.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Section 30-1-26, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, or any thereof, being first offered to the shareholders of this corporation.

ARTICLE VI.

The corporate powers of this corporation shall be vested in a Board of Directors of not less than two (2) and no more than seven (7) members, who shall be elected annually by the shareholders, and who shall serve until the election and qualification of their successors. A Director of this corporation need not be a shareholder therein. Directors who

are to serve for the first corporation year shall be selected by the incorporator. Unless otherwise determined by the shareholders, the Board of Directors by resolution, shall from time to time fix the number of directors within the limit herein provided. SHEILA MERRITT and IRENE MURRAY shall constitute the initial Board.

ARTICLE VII.

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address:</u>
Sheila Merritt	c/o Sable Trail Ranch Box 21 Red River Road Elk City, Idaho 83525

ARTICLE VIII.

The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address:</u>
Sheila Merritt	c/o Sable Trail Ranch Box 21 Red River Road Elk City, Idaho 83525
Irene Murray	20839 1st Place So. Seattle, Washington 98198

ARTICLE IX.

As provided by Section 30-1-27, Idaho Code, the initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the bylaws or to

adopt new bylaws is expressly and solely reserved to the shareholders.

ARTICLE X.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer or director, is in anyway interested in such transaction or contract; provided, that such transaction or contract is, or shall be authorized, ratified or approved (1) by a vote of a majority of a quorum of the Board of Directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any Director, when present, who is so interested, or who is a member of a firm so interested; or (2) at a stockholders meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such corporation, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him or her

through any such transaction or contract of the corporation authorized, ratified or approved, as aforesaid, by reason of the fact that he or she may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, I have hereunto set my hand in quadruplicate this 9th day of May, 1989.

Sheila Merritt

STATE OF IDAHO)
) ss.
County of Shoshone)

I, Benjamin R. Simpson, a notary public, do hereby certify that on this 9th day of May, 1989, personally appeared before me, SHEILA MERRITT, who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporator (director), and that the statements therein contained are true.

Benjamin R. Simpson
Notary Public for Idaho
Residing at: Silverton
My Commission Expires: 10.10.89
BRS