

CERTIFICATE OF INCORPORATION  
OF

**ROTH'S, INC. OF IDAHO**

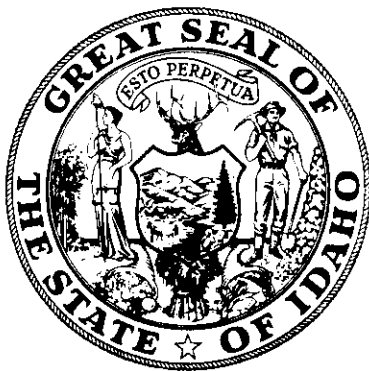
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**ROTH'S, INC. OF IDAHO**

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: **September 30, 1983**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

on 30 Oct 1988  
FILED

ARTICLES OF INCORPORATION  
OF  
ROTH'S, INC. OF IDAHO

The undersigned, being a natural person of the age of twenty-one years or more, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is:

ROTH'S, INC. OF IDAHO

Article II

The period of duration of the corporation is perpetual.

Article III

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares of common stock having no par value of one class only. Stock may be issued for such consideration as is permitted under Idaho Law, now or hereafter in effect, and the value of such consideration shall be determined by the Board of Directors, whose judgment as to the value received shall be conclusive. All stock when issued shall be fully paid and non-assessable.

Article V

The corporation shall not commence business until at least Five Hundred Dollars (\$500.00) has been received by it as consideration for the issuance of shares.

#### Article VI

In the regulation of the internal affairs of the corporation, no contract or other transaction between this corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors, officers or other members of the management of this corporation are pecuniarily or otherwise interested in or are directors, officers or members of management of such corporation. Any director, officer or other member of management of this corporation individually, or any firm of which such director, officer or member of management may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction with this corporation, provided, however, that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation or a majority thereof. Any director of this corporation who is also a director, officer or member of management of such other corporation, or who is so interested, may be counted in determining the existence of a quorum of any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and they may vote thereat to authorize such contract or transaction with like force and effect as if he or she were not such director, officer or member of management of such other corporation or not so interested.

#### Article VII

The address of the initial registered office of the corporation is Grand Teton Mall, 17th and Hitt, Space No. 135, Idaho Falls, Idaho 83401, and the name of its initial registered agent is Gary Silbernagel.

#### Article VIII

The governing board of this corporation shall be known as directors, and the number of directors constituting the initial Board of Directors of the corporation may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of this corporation. The number of directors to be elected at the annual meeting of shareholders next following the time when the shares of this corporation become owned beneficially or of record by more than two shareholders, or at a special meeting called for the election of directors after such time, shall not be less than three nor more than five.

The initial Board of Directors will consist of three who will be the initial shareholders of the corporation. The names and addresses of the initial Board of Directors are as follows:

Gary Silbernagel  
2283 Stace #2  
Idaho Falls, Idaho 83401

Jerry D. Roth  
1330 Carriage Lane  
Casper, Wyoming 82609

Susan M. Erhardt  
2511 Farnum (No. 1)  
Casper, Wyoming 82609

#### Article IX

The corporation shall indemnify each director and each officer, his or her heirs, executors, and administrators against expenses reasonably incurred or liability incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceedings to be liable for fraud or misconduct. In the event of a settlement before or after action or suit, indemnification shall be provided only in

connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified was not guilty of such fraud or misconduct. The foregoing right of indemnification shall not exclude other rights to which a person indemnified may be entitled.

#### Article X

The Board of Directors of this corporation is authorized to adopt, confirm, ratify, alter, amend, rescind, and repeal bylaws or any portion thereof from time to time.

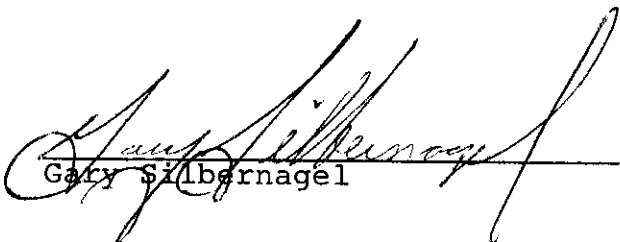
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate and hereby certifies to the same this 13 day of September, 1983.

  
Gary Silbernagel

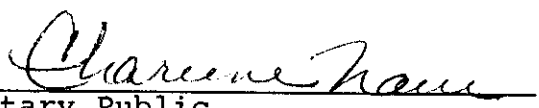
STATE OF IDAHO            )  
                                  ) ss.  
COUNTY OF BONNEVILLE)

The undersigned, Gary Silbernagel, being the incorporator named in and who has signed the foregoing Articles of Incorporation, for himself, says under oath:

1. That he has read the Articles of Incorporation of ROTH'S, INC. OF IDAHO; and
2. That the statements in said Articles are true.

  
Gary Silbernagel

Subscribed and sworn to before me this 13 day of September, 1983.

  
Notary Public

My Commission Expires:

1-17-84