



Department of State

**CERTIFICATE OF INCORPORATION
OF**

CONSULTING SERVICES, 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: December 8, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sasha Mautner*

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SECRETARIAL SERVICES INCORPORATION

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SECRETARY OF STATE

OF

CONSULTING SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all of whom are bona fide full-age citizens of the United States, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the State of Idaho, and that we hereby make, acknowledge, publish, declare and certify the following to be our Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be CONSULTING SERVICES, INC.

ARTICLE TWO

The objects and purposes for which this corporation is formed are as principal, agent, or otherwise, in any part of the word, to do any and everything not expressly prohibited by law, to the same extent as natural persons might or could do. In furtherance thereof, and not in limitation of the general powers conferred by the laws of the State of Idaho, we expressly provide that this corporation shall have the following objects, purposes, powers, rights, and privileges:

a. To engage in a general finance business, including without limitation, borrowing and lending money, leasing property, making loans and factoring accounts.

b. To draw, accept, endorse, discount, buy, sell, and deliver checks, drafts, bills of exchange, notes, bonds, debentures, trust receipts, mortgages, contracts, conditional sales contracts, security agreements, financing statements, evidences of debt, assignments, orders, securities, and other obligations of all kinds and to guarantee payment thereof whether executed, drawn, accepted, assumed or created by it or by any other corporation, partnership or persons, or business enterprise, whenever necessary or convenient and to acquire, assign, own, sell, mortgage, pledge, and otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, contracts and commercial papers of corporations, partnerships, associations, or individuals.

c. To act as a broker and carry on any lawful brokerage business with reference to all types of property and investments.

d. To engage in any farming and agricultural pursuits and to buy, grow, raise, harvest, process, store, exchange and otherwise deal in farm produce and breed, raise, feed, care for, buy, sell, hire, lease and otherwise deal in livestock, and to

transact all business incidental or appurtenant thereto.

e. To purchase, hold, sell, develop, improve, subdivide, lease and enjoy real estate; to erect, manage, care for and maintain, extend and alter buildings and improvements on real estate whether owned by the corporation or by others; and to lease, mortgage, encumber and sell the same in such parts or parcels, improved or unimproved, and on such terms as may be acceptable to the authorized officers and agents of the corporation.

f. To do all kinds of manufacturing, repairing, servicing, designing and improving of all kinds of machinery, equipment, appliances, tools, parts and articles of every kind and description.

g. To engage in and carry on any manufacturing, processing, merchandising, or marketing business, to acquire, own or operate any type of mercantile establishment at wholesale or retail, and to manufacture, design, construct, assemble, grow, process, operate, store, transport, distribute, install, and deal in goods, wares, materials, supplies, products, and merchandise of every type and nature.

h. To carry on and conduct the general construction business, including the designing, constructions, enlarging, extending, repairing, completing, removing, altering, modifying or otherwise engaging in any work in connection with buildings, works, systems and structures of every kind and description whatsoever, and to make any and all kinds of improvements to real estate and appurtenances thereto.

i. To apply for, or purchase or otherwise acquire, and to grant licenses for, the use of, and to sell, assign, or otherwise deal in and use, patents, patent rights, privileges, licenses, trade marks, trade names, devices and improved or secret processes of every sort and description necessary or incidental to the purposes specified herein.

j. To maintain and operate storage warehouses and cold storage plants and establishments, and the storage and deposit of goods and merchandise of every type and description, and to conduct all business appertaining thereto, including making advances on goods and merchandise stored and deposited with it, to have and to receive all the rights and emoluments thereunto belong.

k. To act as a factor, agent, or commission merchant, and receive, hold or dispose of property under consignment.

l. To conduct an advertising business, both as principal and as agent, for itself and for others, for hire, commission or otherwise, by any lawful means and through any lawful media.

m. To employ experts, technicians, and engineers in every branch of scientific skill and endeavor and, subject to limitations imposed by any lawful authority, to engage in the business of engineering and planning and to make, conduct and supervise research, survey and investigations into all matters and things in the fields of science and technology.

n. To purchase, lease, or otherwise acquire, in whole or part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association, or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation or owning property necessary or convenient for its purpose, and to pay for the same in cash, in the stock or bonds, notes or other obligations of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incident to the conduct of such business.

o. To acquire, lease, exchange, own, hold, maintain and operate or cause to be operated trucks and truck lines, whether as private, common or public carrier.

p. Subject to the provisions of law, the company may purchase, hold, sell or transfer the share of its own capital stock.

q. To hold, purchase or otherwise acquire, or to be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation, whether foreign or domestic and whether now or hereafter organized; and while the holders of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

r. To manufacture, process, purchase, sell and generally deal in commercial and chemical fertilizers, sprays, insecticides, soil compounds, supplies and substances and things of every kind and nature for application to the soil or to vegetation for any purpose.

s. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limits as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge, deed or trust or otherwise.

t. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm association or corporation.

ARTICLE THREE

The location and post office address of the registered office and principal place of business of said corporation shall be Boise, Ada County, Idaho, with Post Office address, 6909 Selway Street, Boise, Idaho 83704. The registered agent is Angalynn Bishop, President and Director, whose address is 6909 Selway Street, Boise, Idaho 83704. The official mailing address of this corporation shall be P. O. Box 2725, Boise, Idaho 83701.

ARTICLE FOUR

That the duration of this corporation shall be perpetual unless dissolved by process of law.

ARTICLE FIVE

That the total authorized number of par value shares is 1,000,000 shares of the par value of \$1.00 each; the aggregate par value of the total authorized number of par value shares is \$1,000,000. The amount of such stock may be issued in such amounts and proportions from time to time as shall be determined by the Board of Directors subject, however, to the provisions made hereafter and such restriction as may be now or hereafter created or imposed by law.

ARTICLE SIX

(a) That save as hereinafter provided, no share or interest in the company shall at any time be transferred to any person not already a shareholder, so long as any shareholder is willing to purchase said share or interest at the same price and on the same terms as would govern upon a transfer to a person not already a shareholder, provided in any event the terms to a shareholder shall not require more than ten per cent within thirty days with one year to pay the balance.

(b) That in order to ascertain whether any shareholder is willing to purchase any such share or interest, at such price and upon such terms, the person, whether a shareholder of the company or not, proposing to transfer the same, herein after called the "retiring shareholder" shall give notice in writing by certified mail, postage prepaid, or personal service, to the company and to each of the other shareholders at the address listed on the corporation books, that he desire to transfer the same, specifying the price per share and terms proposed, and such notice shall constitute the company his agent for the sale of the share or other interest to any shareholder or shareholders of the company at the price and upon the terms specified in said notice or as provided in subparagraph (a) hereinabove, whichever is more favorable to a purchasing shareholder.

(c) That if any one or more shareholders hereinafter referred to as the "purchasing shareholder" desires to purchase such share or interest or any part thereof for the price and terms offered or specified hereinabove, they shall within thirty days after personal service of the notice specified in the preceding paragraph or the mailing of said notice as therein provided file an acceptance thereof with the secretary or other responsible officer of the company and pay therewith to the company for the retiring shareholder at least ten per cent of the purchase price, and the retiring shareholder shall thereupon be bound to transfer such share or interest according to the terms of the offer.

(d) That if in any case the retiring shareholder after becoming bounds as aforesaid makes default in transferring such share or interest, the company may receive the balance purchase money and shall thereupon cause the name of the purchasing shareholder to be entered upon the register as the holder of such share or interest, and shall hold the purchase money in trust for the retiring shareholder, his executors, administrators or assigns, and the receipt of the company for the purchase money shall be a good discharge to the purchasing shareholder, and he shall not be bound to see the application thereof, and after the name of the purchasing shareholder has been entered in the register in the purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person, and the purchasing shareholder shall be deemed and taken to be the owner of the said share or interest.

(e) In case more than one shareholder desires to purchase the share or interest of the retiring shareholder so offered for sale and the purchasing shareholders do not otherwise agree among themselves, the share or interest transferred shall be transferred to the purchasing shareholders in proportion to their respective shares or interest in the company at the time of the offer by the retiring shareholder, making all necessary adjustments to avoid fractions of shares and for that purpose giving the preference in all cases to shareholders who have the largest holdings.

ARTICLE SEVEN

That save and except the stock subscribed for by these in the amounts set out hereafter and the designation of stock dividends, if any, no capital stock of the said corporation shall at any time be issued or allotted, except upon the terms of the then existing shareholders having the prior right to subscribe for and take such additional capital stock at par, in proportion to their holdings, subject to such regulations and adjustments as the directors from time to time determine upon, with a view to avoiding the allotment of fractional shares.

ARTICLE EIGHT

The power to make, amend or repeal by-laws shall be in the shareholders, who may delegate such power to the directors as provided by law, provided that such power may be exercised by a majority vote of the allotted shareholders or directors, as the case may be.

ARTICLE NINE

The business of such corporation shall be managed by a board of not less than three nor more than nine directors, the number, qualifications, terms of office, manner of election and powers

and duties of such directors shall be such as may be prescribed by law, these articles, and such by-laws as may be adopted.

The executive officers of this corporation shall be a president, vice-president, secretary, and treasurer, which such officers are to be elected by the Board of Directors. The president, when elected, shall be the Chairman of the Board for the next ensuing year; provided, that the offices of vice-president, secretary, and treasurer may be held by one and the same person. The Board of Directors shall have power to fill any vacancies in the Board of Directors or any other office and shall have the power to appoint an assistant secretary and an assistant treasurer, neither of whom need to be shareholders of this corporation.

ARTICLE TEN

That the amount of capital stock of said corporation which has been actually subscribed is \$3.00, consisting of 3 shares of common stock and the following are the names and post office address of each subscriber and incorporator and the number and par value of shares subscribed for by each:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>	<u>VALUES</u>
Angalynn Bishop	6909 Selway Street Boise, Idaho 83704	one	\$1.00
Alma L. Fisk	1005 N. 9th Street, #11 Boise, Idaho 83702	one	\$1.00
Angela M. Bajzath	7005 Selway Street Boise, Idaho 83704	one	\$1.00

ARTICLE ELEVEN

That until their successors are elected and qualified, the following shall serve as officers and directors of this corporation:

Angalynn Bishop	Director and President
Alma L. Fisk	Director
Angela M. Bajzath	Director and Secretary-Treasurer

ARTICLE TWELVE

The annual meeting of the shareholders shall be held on the fourth Monday in January of each year in the registered office of the corporation, and at all meetings of stock holders, cumulative

voting shall be allowed and each stockholder may vote by written proxy.

ARTICLE THIRTEEN

The Directors and officers of the corporation shall be deemed, in all matter in which they are acting in good faith on behalf of the corporation, to be the authorized agents of the corporation, and the corporation shall hold them harmless from all personal liability for their acts unless otherwise provided in the By-Laws of the corporation. Any By-Law varying this article shall require a vote of seventy-five per cent (75%) or more of the Shareholders.

ARTICLE FOURTEEN

The corporation shall have a seal, circular in shape, the design of which shall be fixed by the Board of Directors and which shall contain the name of the corporation.

IN WITNESS WHEREOF, the above named Angalynn Bishop, Alma L. Fisk, and Angela M. Bajzath have hereunto subscribed their names this 30th day of November, 1987.

Angalynn Bishop
Alma L. Fisk
Angela M. Bajzath

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of November, 1987, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared ANGALYNN BISHOP, ALMA L. FISK, and ANGELA M. BAJZATH, known to me to be the persons whose names are subscribed to the within instruments and acknowledge to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Denise Moran 12/21/91
Notary Public for Idaho
Residing at Boise, Idaho