

## Department of State.

### CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

#### MACPAK CORPORATION

was filed in the office of the Secretary of State on the **fifteenth** day of **June** A.D., One Thousand Nine Hundred **seventy-three** and ~~will be~~ <sup>will be</sup> duly recorded on ~~Film~~ <sup>Microfilm</sup> of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Hailey, Idaho** in the County of **Blaine**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **15th** day of **June**, A.D., 19 **73**.

Pete T. Cenarrusa  
Secretary of State.

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

ARTICLES OF INCORPORATION  
OF  
MACPAK CORPORATION

We, the undersigned, being three or more natural persons of full age, at least two thirds of whom are citizens of the United States, or of its territories or possessions, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the State of Idaho.

ARTICLE I.

The name of the corporation is MacPak Corporation.

ARTICLE II.

The purposes and objects for which said corporation is formed are as follows:

(a) To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold and improve, develop and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied and to encumber or dispose of any lands or interest in lands and any buildings or other structures and any stores, shops, rooms or any part of any buildings or other structures at any time owned or held by the corporation. To employ engineers, architects, builders and

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2 contractors for the purpose of or in connection with the  
3 construction, erecting, altering, repairing, improving or  
4 doing any other work in connection with any industrial  
5 buildings, houses, plants, factories, or other buildings,  
6 works or structures of every kind and description whatso-  
7 ever. To purchase and otherwise acquire real and per-  
8 sonal property, and as consideration for the same to pay  
9 cash or to issue the capital stock, debenture bonds,  
10 mortgage bonds or other obligations of the corporation,  
11 and to sell, convey, lease, mortgage, turn to account or  
12 otherwise deal with all or any part of the property of  
the company.

13 (b) To apply for, procure and take out patents  
14 of the United States of America upon any lands in which  
the corporation may have an interest.

15 (c) To construct, maintain and operate railroads,  
16 tunnels, bridges, viaducts and like works of internal  
17 improvement or public use or utility within the State of  
18 Idaho, and in the other states or territories of the  
19 United States of America; to acquire, construct, maintain  
20 and operate, control and manage any waterworks, irriga-  
21 tion works, gas works, reservoirs, streets, roads,  
22 electric power heat and light supply works, hotels, parks,  
23 and other works and conveniences which the company may  
24 think, directly or indirectly, conducive to these ob-  
25 jects and to contribute or otherwise assist or take part  
26 in the construction, maintenance, development, working,  
control, and management thereof; to obtain, accumulate,

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2 store, conduct, sell, furnish and supply water for  
3 irrigation, agricultural, mining, manufacturing, power,  
4 municipal and domestic purposes, and take, hold, operate,  
5 lease and convey lands, canals, ditches, reservoirs,  
6 dams, water rights and water power, properties and  
7 appurtenances, and to construct canals, ditches,  
8 reservoirs and dams suitable for or incident to any  
9 and all such purposes.

10 (d) To have succession by its corporate name  
11 for the time stated in this articles of incorporation, and  
12 when no period is limited, perpetually.

13 (e) To sue and be sued, appear, complain and  
14 defend in any court of law or equity, or before any  
15 board, commission or tribunal.

16 (f) To have and use a corporate seal which may  
17 be altered at pleasure.

18 (g) To receive, acquire, hold, purchase, dispose  
19 of, convey, mortgage and/or lease, real and personal  
20 property; to dispose of, sell, lease, assign, transfer,  
21 mortgage and/or convey any rights, privileges, franchises,  
22 real or personal property of the corporation, other than  
23 its franchise of being a corporation; and to purchase,  
24 guaranty, take, receive, subscribe for or otherwise  
25 acquire, own, hold, vote, use, employ, sell, mortgage,  
26 lend, pledge or otherwise dispose of, and otherwise use  
27 and deal in and with, shares or other interests in, or  
28 obligations of other domestic or foreign corporations,  
associations, partnerships or individuals, or direct or

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2 indirect obligations of the United States, or of any  
3 other government, state, territory, governmental district  
4 or municipality or any instrumentality thereof.

5 (h) To appoint such officers, employees and agents  
6 as the business of the corporation may require and to  
7 allow them compensation.

8 (i) To make by-laws not inconsistent with any  
9 existing law for the management of its business and  
10 property, the regulation and conduct of its affairs,  
11 and the certification and transfer of its stock, and  
12 optionally to provide penalties for the breach thereof  
13 not exceeding One Thousand (\$1,000.00) Dollars for any  
14 one offense.

15 (j) To issue shares and admit shareholders, and  
16 to sell their shares for the payment of assessments or  
17 installments.

18 (k) To wind up and dissolve itself, or to be  
19 wound up and dissolved in the manner hereinafter provided.

20 (l) To enter into contracts or obligations of any  
21 type or kind essential, necessary or proper to the trans-  
22 action of its ordinary affairs, or for the purpose of the  
23 corporation.

24 (m) To conduct business in this state, other  
25 states, District of Columbia, territories and colonies  
26 of the United States and in foreign countries, and to  
27 have one or more offices and places of business out of  
28 this state, and to acquire, receive, hold, purchase,  
lease, mortgage, dispose of and/or convey real and

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2 personal property situate out of this state.

3 (n) To be a promoter, partner, member, associate  
4 or manager of other business enterprises or ventures,  
5 or to the extent permitted in any other jurisdiction,  
6 to be an incorporator of other corporations of any type  
7 or kind.

8 (o) To borrow money for the purposes of the  
9 corporation, to issue bonds, notes and debentures and  
10 other evidence of indebtedness therefor, and to secure  
11 the same by mortgage or pledge of personal property in-  
12 cluding the income of said corporation or by mortgage  
13 of real property executed in trust or otherwise. All  
14 or any portion of the real or personal property may so  
be pledged, mortgaged or hypothecated.

15 (p) To enter into any contract, cooperative  
16 agreement or profit sharing plan with its officers or  
17 employees, the corporation may deem advantageous or  
18 expedient, or otherwise to pay or reward such person  
for his services as the directors may deem fit.

19 (q) To enter into contracts or obligations of  
20 any type or kind essential, necessary or proper to the  
21 transaction of its ordinary affairs, or for the purposes  
of the corporation.

22 (r) To carry on any other business or to do any-  
23 thing in connection with the objects and purposes above-  
24 mentioned that may be necessary or proper to accomplish  
25 successfully or promote said objects and purposes of this  
26 corporation.  
27  
28

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2  
3 (s) The foregoing clauses by reason of specific  
4 enumeration of powers shall not be held to restrict the  
5 power of the corporation to do any of the things within  
6 the purview of its general purposes.

7 ARTICLE III.

8 The principal office of the corporation in the  
9 State of Idaho is Box 961, Hailey, Idaho. The registered  
10 agents at this address are Robert D. MacLeod and Lawrence  
11 Patasini.

12 ARTICLE IV.

13 This corporation shall have perpetual existence.

14 ARTICLE V.

15 The aggregate number of shares of the corporation  
16 which it shall be authorized to issue shall consist of  
17 One Hundred (100) common shares, all of one class, without  
18 par value. Capital stock shall be paid in at such times  
19 and upon such conditions as the board of directors may by  
20 resolution direct, either in cash or by services rendered  
21 to the corporation or by real and personal property trans-  
22 ferred to it. Shares of stock then issued in exchange for  
23 services or property pursuant to resolution by the board  
24 of directors shall thereupon become and shall be fully  
25 paid up the same as though paid for in cash at par and  
26 shall be nonassessable forever, and the determination  
27 by the board of directors as to the value of any property  
28 or services received by the corporation in exchange for  
stock shall be conclusive.

ARTICLE VI.

No shareholder of this corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of this corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of this corporation convertible into shares hereafter issued, optioned or sold by the corporation. Thus, any and all shares of this corporation and any and all debentures, bonds, notes or securities of this corporation convertible into shares may at any time be issued, optioned and contracted for sale or sold and disposed of by direction of the board of directors of this corporation, to such persons and upon such terms and conditions as may to the board of directors seem proper and advisable, without first offering such shares or securities or any part thereof to existent shareholders.

ARTICLE VII.

The names and addresses of each of the incorporators hereof and the number of shares of common stock described in Article V herein subscribed by each are as follows:

NAME	ADDRESS	NUMBER
Robert MacLeod	Box 961, Hailey, Idaho	One Share
E. Lee Schlender	Box 215, Ketchum, Idaho	One Share
Lawrence Young	Box 853, Ketchum, Idaho	One Share

2 ARTICLE VIII.

3 At all meetings of stockholders of this corporation,  
4 every stockholder of record shall be entitled to one vote  
5 for every share of stock standing in his or her name on  
6 the books of this corporation, and cumulative voting of  
7 shares is hereby authorized.

8 ARTICLE IX.

9 The number of directors shall be as specified in  
10 the by-laws of the corporation, and such number may from  
11 time to time be increased or decreased in such manner  
12 as prescribed by the by-laws; however, in no event shall  
13 the number of directors be fewer than three. Directors  
14 need not be stockholders.

15 ARTICLE X.

16 In furtherance and not in limitation of the powers  
17 conferred by the laws of the State of Idaho, the board  
18 of directors is expressly authorized and empowered:

19 (a) To make, alter, amend and repeal the by-laws  
20 subject to the power of the stockholders to alter or  
21 repeal the by-laws made by the board of directors.

22 (b) No stockholder shall have any right to inspect  
23 any of the accounts, books or documents of the corporation  
24 except as permitted by Idaho law, unless and until authori-  
25 zed to do so by resolution of the board of directors or  
26 of the stockholders of the corporation.

27 (c) To authorize and issue without stockholder  
28 consent obligations of the corporation, secured and  
unsecured, under such terms and conditions as the board in

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2 its sole discretion may determine, and to pledge or  
3 mortgage as security therefor any real or personal  
4 property of the corporation, including after-acquired  
5 property.

6 (d) To determine whether any, and if so what  
7 part, of the earned surplus of the corporation shall  
8 be paid in dividends to the stockholders, and to direct  
9 and determine other use and disposition of any such  
10 earned surplus.

11 (e) To fix the amount of the profits of the  
12 corporation to be reserved as working capital or for  
13 any other lawful purpose.

14 (f) To establish bonus, profit sharing, stock  
15 option, or other types of incentive compensation plans  
16 for the employees, including officers and directors of  
17 the corporation, and to fix the amount of profits to be  
18 shared or distributed, and to determine the persons to  
19 participate in any such plans and the amount of their  
20 respective participations.

21 (g) To designate committees consisting of one or  
22 more directors, which to the extent permitted by law and  
23 authorized by resolution or by-laws, shall have and may  
24 exercise the powers of the board.

25 (h) To provide for the reasonable compensation of  
26 its own members by by-law, and to fix the terms and con-  
27 ditions upon which such compensation will be paid.

28 (I) In addition to the powers and authority herein-  
after or by statute expressly conferred upon it, the board

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2 of directors may exercise all such powers and do all such  
3 things and acts as may be exercised or done by the corpora-  
4 tion, subject nevertheless to the provisions of the laws  
5 of the State of Idaho, of these articles of incorporation,  
6 and of the by-laws of the corporation.

7 ARTICLE XI.

8 All other matters of management and control of the  
9 corporation, including but not limited to the setting of  
10 directors' meetings and stockholders' meetings and the  
11 authority and duties of each of the officers of the  
12 corporation, shall be determined by the by-laws of this  
13 corporation and the laws of the State of Idaho.

14 ARTICLE XII.

15 These articles may be amended in any respect  
16 conformable to the laws of the State of Idaho by a vote  
17 of two-thirds of the stockholders entitled to vote in  
18 a meeting of stockholders called for that purpose as  
19 prescribed by law.

20 IN WITNESS WHEREOF, we have hereunto set our hands  
21 this 13 day of June, 1973.

22   
ROBERT D. MACLEOD

23   
E. LEE SCHLENDER

24   
LAWRENCE YOUNG


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ACKNOWLEDGMENT

STATE OF IDAHO       )  
                              ) ss.  
County of Blaine     )

On this 13<sup>th</sup> day of June, 1973, before me, a Notary Public in and for the said County and State, personally appeared Robert D. Macleod, E. Lee Schlender and Lawrence Young, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of MacPat Corporation and acknowledged to me that they executed the same.

GIVEN UNDER MY HAND AND SEAL, the day and year in this certificate first above written.

  
NOTARY PUBLIC for Idaho  
Residing at: Ketchum  
My Comm. Expires 7/1/75