

# State of Idaho

## Department of State

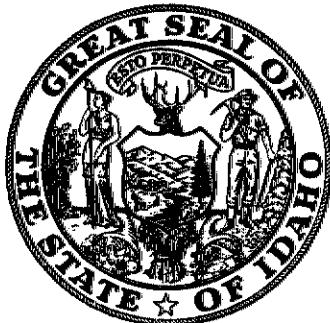
### CERTIFICATE OF INCORPORATION OF

SUPERIOR HOLDING COMPANY, INC.  
File number C 107645

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: September 13, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *Anna Sipul*

SEP 13 4 10 PM '94  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
SUPERIOR HOLDING COMPANY, INC.**

KNOW ALL MEN BY THESE PRESENTS: That, we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

**ARTICLE I**

That the name of the corporation is **SUPERIOR HOLDING COMPANY, INC.**

**ARTICLE II**

The corporation shall have a perpetual existence.

**ARTICLE III**

The corporation is organized for any lawful purpose or purposes permitted by law, including the leasing of personal and real property.

**ARTICLE IV**

The corporation shall have authority to issue one hundred thousand (100,000) shares; all such shares to be of one (1) class of common stock, and to be of \$1.00 per share par value.

**ARTICLE V**

The private property of the stockholders of the corporation shall not be subject to the payment of corporation debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

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## ARTICLE VI

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws.

## ARTICLE VII

Stockholders of the corporation shall have pre-emptive preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and any obligation issued by the corporation shall first be offered to the stockholders of the corporation.

## ARTICLE VIII

The address of the initial registered office of the corporation shall be 204 - 10th Avenue South, Nampa, Idaho and the name of the registered agent at such address shall be Donald E. Miller, C.P.A.

## ARTICLE IX

The number of directors constituting the initial Board of Directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successor or successors shall be elected and qualify shall be as follows:

Pepita L. Millhouse  
1604 Industrial Way  
Caldwell, ID 83606

Kenneth L. Millhouse  
1604 Industrial Way  
Caldwell, ID 83606

## ARTICLE X

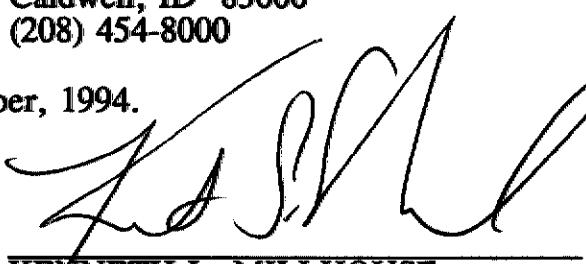
The name and address of the incorporator is as follows:

Pepita L. Millhouse  
1604 Industrial Way  
Caldwell, ID 83606  
(208) 454-8000

Kenneth L. Millhouse  
1604 Industrial Way  
Caldwell, ID 83606  
(208) 454-8000

Dated this 9<sup>th</sup> day of September, 1994.

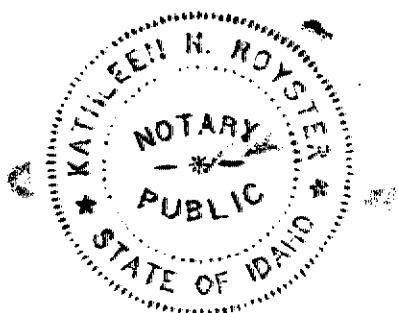
  
Pepita L. Millhouse  
PEPITA L. MILLHOUSE

  
Kenneth L. Millhouse  
KENNETH L. MILLHOUSE

STATE OF IDAHO )  
County of Ada ) ss

On this 10 day of September, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared PEPITA L. MILLHOUSE and KENNETH L. MILLHOUSE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged 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.



*Kathleen Rayster*  
Notary Public for Idaho  
Residing at: BOISE ID  
Commission Expires: 7-19-2000