

CERTIFICATE OF INCORPORATION
OF

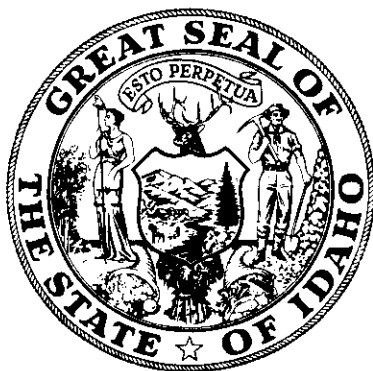
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ALIAS SMITH & JONES, INC.

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 _____, 19 ____.



SECRETARY OF STATE

Corporation Clerk

FILED

ARTICLES OF INCORPORATION

OF '73 NOV 5 AM 10 13

ALIAS SMITH & JONES, INC.

SECRETARY OF
STATE

WE, the undersigned natural persons of the age of 21 years or more, acting as incorporators of a corporation under I.C. Section 30-101 et seq., adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Alias Smith & Jones, Inc.

SECOND: The period of its duration is perpetual.

THIRD: Section 1 - Purposes. The nature of the business or objects or purposes to be transacted, promoted or carried on are as follows:

(1) To buy, sell, deal in, engage in, conduct, manufacture, construct, and carry on business of buying, selling, manufacturing, constructing, and dealing in products, goods, wares, and merchandise of every class and description.

(2) Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth and to do all things incidental thereto or connected herewith, which are not forbidden by statute or by

these Articles of Incorporation.

(3) To carry out such purposes in other states. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of the such state, territory, district or possession of the United States, or by such foreign country; and, in case of any state, territory, district, or possession of the United States or any foreign country in which one or more purposes are forbidden by law, to limit the purposes of which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2 - Powers. Subject to any specific written limitations or restrictions imposed by statutes or by this Certificate of Incorporation, and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 1 of this Article, the corporation shall have and exercise all powers expressly granted to it under the laws of the State of Idaho, now or hereafter in effect.

FOURTH: The principal and registered office of this corporation shall be located at 911 So. Adams, Moscow, Idaho 83843,

and the principal registered agent is Mark R. Jones, 911 South Adams, Moscow, Idaho 83843.

FIFTH: The corporation is authorized to issue only one class of shares of stock. The total number of such shares is Fifty Thousand (50,000). The aggregate par value of such shares is Five Thousand Dollars (\$5,000.00) and the par value of each share is Ten Cents (\$.10).

SIXTH: Incorporators and Subscriptions. The following are the names and addresses and subscriptions of each of the incorporators, to-wit:

- (a) Mark R. Jones, 911 South Adams, Moscow, Idaho
One share
- (b) Conrad C. Smith, P.O. Box 8476, Moscow, Idaho
One share
- (c) Susan A. Jones, 911 South Adams, Moscow, Idaho
One share

SEVENTH: (a) The number of directors of the corporation is no less than three (3).

(b) The names and addresses of the persons who are appointed to act as first directors:

- (1) Mark R. Jones, 911 South Adams, Moscow, Idaho
- (2) Conrad C. Smith, P.O. Box 8476, Moscow, Idaho
- (3) Susan A. Jones, 911 South Adams, Moscow, Idaho

EIGHTH: Voting Rights. The directors of this corporation shall be elected by the shareholders by cumulative voting. Each

holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name in the books of the corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of the Common Stock or distributed among any lesser number, in such proportion as the holder may desire.

Such directors elected shall serve until the next annual meeting as established by the Bylaws of this corporation.

NINTH: Restrictions on transfer of shares. Any shareholder desiring to sell any of the shares, the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

(1) Such shareholder shall file a written notice by registered mail to the secretary of the corporation of their intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The corporation shall have sixty (60) days from the receipt of such written notice in which to exercise its option to purchase and may be authorized by the Board of Directors without any action by the shareholders or the corporation.

(2) In the event that the corporation should fail to purchase all of such shares within the said sixty (60) day period the secretary of the corporation shall, within ten (10) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at their last address as it appears on the books of the corporation. Within thirty (30) days after the mailing of the said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the corporation a written offer for the number of shares desired by them accompanied by the purchase price; therefore, with authorization to pay such purchase price against delivery of such shares.

(3) If none or only part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as they desire, provided; however, that they shall not sell such shares at a lower price or on terms more favorable to the purchasers than those specified in the written

notice they gave to the corporation.

(4) Any sale of shares of the corporation shall be null and void unless the provisions of this Article Nine are strictly observed.

TENTH: Assessment of Shares. The stock and shares of Alias Smith & Jones, Inc. shall be non-assessable. No assessments may be levied by the corporation or any other individual upon the shareholders of Alias Smith & Jones, Inc. for any purpose whatsoever.

ELEVENTH: Powers of Directors. Except as otherwise provided in these Articles of Incorporation, as from time to time, amended, the business of the corporation shall be managed by its Board of Directors, which shall have and exercise all the powers of the corporation. The Board of Directors of the corporation is hereby specifically authorized and empowered, in addition to those powers set out by the third paragraph Section 2 of these Articles, to-wit:

(1) From time to time in its discretion to make, alter, and repeal the Bylaws of the corporation, except that such power may be limited by any one or more Bylaws of the corporation made by the stockholders.

(2) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees including officers and directors of the corporation and to fix

the amount of profits to be shared to be distributed and term the persons to participate in any such plans in the amount of their respective participations.

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

(4) To provide for the reasonable compensation of its own members of Bylaw and to fix the terms and conditions upon which such compensation will be paid.

(5) To elect or appoint officers or agents of the corporation and fix their compensation.

(6) To receive, acquire, hold, exercise rights arising from the ownership or possession thereof, sell, or otherwise dispose of, shares or other interest in, or obligation of individuals, associations, partnerships, corporations, or governments.

(7) To receive, acquire, hold pledge, transfer or otherwise dispose of shares of the corporation and that such shares may only be purchased directly or indirectly out of earned surplus.

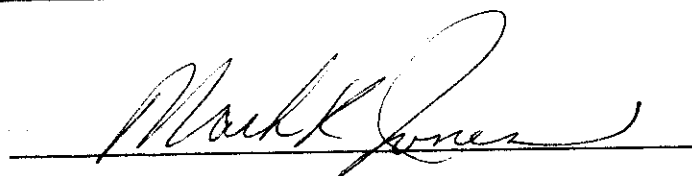
(8) To make gifts, and contributions for the public welfare, charitable, scientific or educational purposes.

TWELFTH: Amendment of Articles. The provisions of these Articles of Incorporation may be amended, or altered or repealed from time to time to the extent and in the manner proscribed by the laws of the State of Idaho, and additional provisions author-

ized by such laws as are there and then in force may be added.
All rights herein conferred on the directors, orricers, and stock-
holders are granted subject to this reservation.

THIRTEENTH: Wherever herein the singular number of mascu-
line gender is used it shall be deemed to include the plural num-
ber and feminine and neuter genders where the context requires.

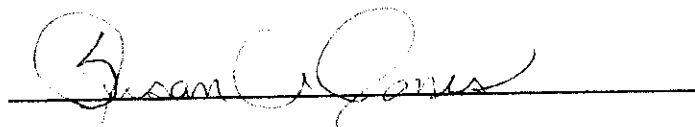
IN WITNESS WHEREOF, the undersigned, being the incorporators
of this corporation, including the persons hereinabove named as
the first directors, have executed these Articles of Incorporation
on this 22nd day of October, 1979.



Mark R. Jones



Conrad C. Smith



Susan A. Jones

State of Idaho)
) ss.
County of Latah)

On this 22nd day of October, 1979, Mark R. Jones
known to me to be the person whose name is subscribed to the
foregoing instrument, personally appeared before me and acknowledged

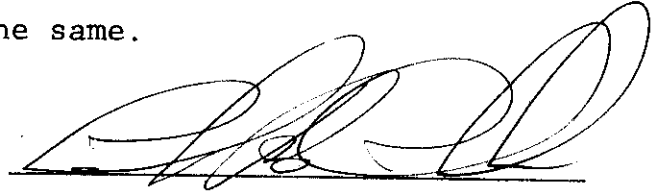
that he executed the same.



Notary Public for Idaho
Residing at Moscow

State of Idaho)
) ss.
County of Latah)

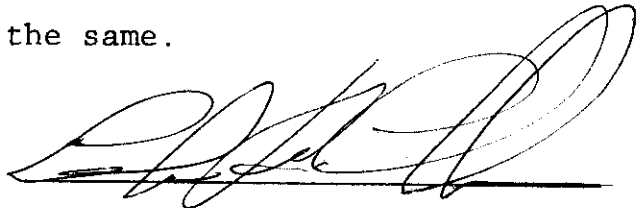
On this 22nd day of October, 1979, Conrad C. Smith, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that he executed the same.



Notary Public for Idaho
Residing at Moscow

State of Idaho)
) ss.
County of Latah)

On this 22nd day of October, 1979, Susan A. Jones, known to me to be the person whose name is subscribed to the foregoing instrument, personally appeared before me and acknowledged that she executed the same.



Notary Public for Idaho
Residing at Moscow