

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

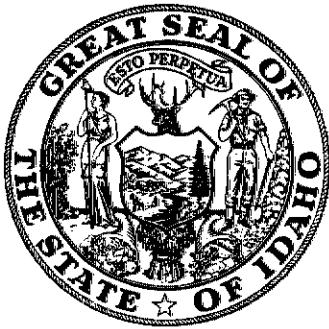
WESTPHAL & SONS, INC.

File number C 110637

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: May 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *Alva Seikl*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE
35 MAY 17 AM 8 51 — Westphal & Sons, Inc.
* * * * *

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "Westphal & Sons, Inc."

ARTICLE II

The Corporation's purposes are to conduct whatever business or to perform whatever actions are allowed by the State of Idaho for profit corporations.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be 21333 U.S. Hwy. 30.

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be the registered agent, whose address is 21333B U.S. Hwy. 30,
Filer, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 10,000 shares. Said shares shall have no par value.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Steven L. Westphal	21333B U.S. Hwy. 30 Filer, ID 83328	5100
Cynthia A. Westphal	21333B U.S. Hwy. 30 Filer, ID 83328	4900

ARTICLE VII

(A) The Board of Directors shall consist of three (2) Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than five (5) nor less than two (2).

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The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Steven L. Westphal
21333B U.S. Hwy. 30
Filer, Idaho 83328

Cynthia A. Westphal
21333B U.S. Hwy. 30
Filer, Idaho 83328

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

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ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or office of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 12 day of May, 1995.

Steven L. Westphal
Steven L. Westphal

Cynthia A. Westphal
Cynthia A. Westphal

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STATE OF IDAHO)
: ss.
County of Pine Falls)

On this 12 day of May, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared Steve L. Westphal, Cynthia A. Westphal, known to me to be the incorporators of Westphal & Sons, who executed the foregoing instrument.

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

Mary Jeanne Elliott
Notary Public for State of Idaho
Residing at Pine, Idaho, therein.
Commission Expires: October 4, 2000