

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

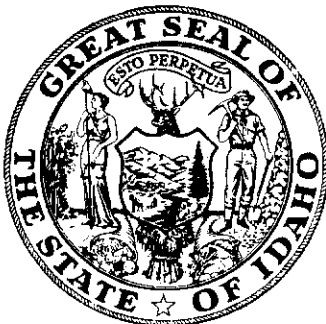
DIAMOND K, INC.

File number C 119593

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 22, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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any certificates, receipts or other instruments representing rights or interests therein on any property or assets created or issued by any person, firm, associate, or corporation, or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

(c) To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may, at any time, appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

(d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of Common Stock having no par value per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of "a majority" of the shares entitled to vote on each such amendment.

#### ARTICLE VI - SHAREHOLDERS RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

#### ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of said shares.

#### ARTICLE VIII - INITIAL OFFICE AND AGENT

Roberta Moeller  
Pinecreek Ranch  
Highway 31  
Swan Valley, Idaho 83449

#### ARTICLE IX - DIRECTORS

The directors are hereby given the authority to do any act on behalf of the corporation by law and in each instance where the

Business Corporation Act provides that the directors may act in certain instances where the Articles of Incorporation authorize such action by the directors, the directors are hereby given authority to act in such instances without specifically numerating such potential action or instance herein.

The directors are specifically given the authority to mortgage or pledge any or all assets of the business without stockholders' approval.

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of the person who is to serve as Director until the first annual meeting of stockholders or until his successors is elected and qualify, is:

NAME

ADDRESS

Lynn Dixon

311 South State, #460  
Salt Lake City, Utah 84111

ARTICLE X - INCORPORATORS

The name and address of each incorporator is:

NAME

ADDRESS

Leon W. Crockett

311 South State, #440  
Salt Lake City, Utah 84111

## ARTICLE XI

### COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and any one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

Under penalties of perjury, we declare that these Articles of Incorporation have been examined by us and are, to the best of our

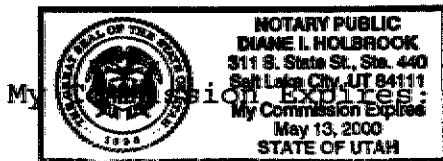
knowledge and belief, true, correct and complete.

DATED this 21<sup>st</sup> day of May, 1997.

Leon W. Crockett

STATE OF UTAH )  
 ) ss.  
COUNTY OF SALT LAKE )

On this 21<sup>st</sup> day of May, 1997, personally appeared before me, Leon W. Crockett, who duly acknowledged to me that he has read the foregoing instrument, knows the contents thereof and believes them to be true and correct.



Deane L. Hollbrook  
NOTARY PUBLIC  
Residing in: