

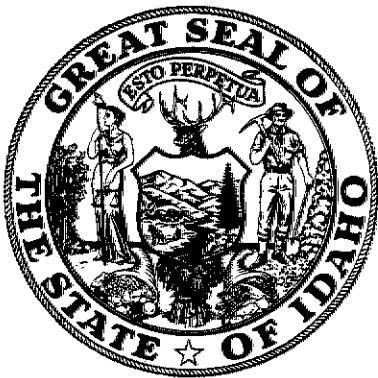
**CERTIFICATE OF INCORPORATION
OF**

WHITEHEAD, INC.

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: December 9, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

WHITEHEAD, INC.

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

WHITEHEAD, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is twenty five thousand (25,000), of the par value of \$1.00 each.

FIFTH: That the address of the initial registered office of the corporation is 309 NE Main, Blackfoot, Idaho, 83221, and the name of its initial registered agent at such address is LaVal Whitehead.

SIXTH: That all of the powers of the Board of Directors in the conduct and management of the corporate affairs conferred or imposed upon the Board of Directors by the Idaho Business

Corporation Act, Idaho Code §§30-1-1 et seq., are assumed by the Shareholders.

SEVENTH: The Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Shareholders receiving the same concurrently with the distribution thereof.

EIGHTH: The name and addresses of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|----------------------------------|
| LaVal Whitehead | Groveland Blackfoot, ID 83221 |

Dated this 3rd day of December, 1985.

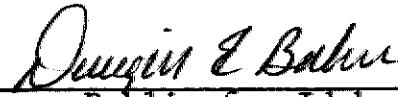


LaVal Whitehead
Incorporator

STATE OF IDAHO)
) ss.
County of Bingham)

ON THIS 3rd day of December, 1985, before me, Dwight E. Baker, a Notary Public in and for said State, personally appeared LaVAL WHITEHEAD, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he 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.



Notary Public for Idaho
Residing at Blackfoot, Idaho
My Commission Expires: Dec 3, 1987.