



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

**WESTERN EXCHANGE CORPORATION**

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: April 09, 1990



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Elizabeth M. [unclear]*

ARTICLES OF INCORPORATION  
OF  
WESTERN EXCHANGE CORPORATION

RECEIVED  
SEC. OF STATE

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ARTICLE I  
NAME

The name of this corporation is WESTERN EXCHANGE CORPORATION.

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSES

The purpose for which this corporation is organized is the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV  
CAPITALIZATION

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is 1,000. All of such shares shall have a ONE DOLLAR (\$1.00) par value.

ARTICLE V  
PRINCIPAL OFFICE AND AGENT

The location in the State of Idaho where the principal office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Brian L. Ballard, 319 Walnut Avenue, P. O. Box 297, Ketchum, Idaho 83340.

ARTICLE VI  
INCORPORATORS AND DIRECTORS

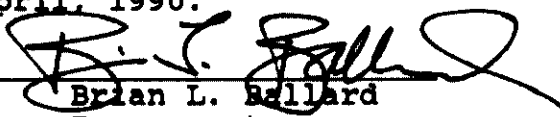
The incorporator's address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian L. Ballard	Post Office Box 297 319 Walnut Avenue Ketchum, Idaho 83340

The directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian L. Ballard	Post Office Box 297 319 Walnut Avenue Ketchum, Idaho 83340
Edward A. Lawson	Post Office Box 297 319 Walnut Avenue Ketchum, Idaho 83340
Rand L. Peebles	Post Office Box 297 319 Walnut Avenue Ketchum, Idaho 83340

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 6th day of April, 1990.

  
 Brian L. Ballard  
 Incorporator

STATE OF IDAHO                    )  
   ) ss.  
 COUNTY OF BLAINE                )

On this 6th day of April, 1990, before me, the undersigned, a Notary Public in and for said county and state, personally appeared Brian L. Ballard, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

  
 Notary Public for Idaho  
 Residing at Ketchum

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