

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

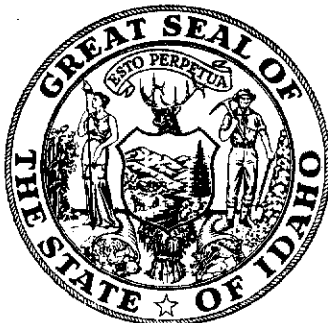
KIMBER ENTERPRISES, INC.

File number C 116442

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: September 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Scott Somack*

1 SEP 16 2 40 PM '96

2 SECRETARY OF STATE
3 STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

4 KIMBER ENTERPRISES, INC.

IDAHO SECRETARY OF STATE
DATE 09/16/1996 0900 25450

CK #: 13023 QLETS 3708

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5 KNOW ALL MEN BY THESE PRESENTS:

6 The undersigned, a citizen of the United States of
7 America, being over the age of 18 years, does hereby form a
8 corporation under and pursuant to the provisions of the laws of
9 the State of Idaho, for the purposes expressed in the following
10 Articles, and does hereby adopt the following Articles of
11 Incorporation:

12 ARTICLE 1: NAME OF CORPORATION: The name of the
13 corporation shall be Kimber Enterprises, Inc.

14 ARTICLE 2: PURPOSES: The corporation is organized for
15 the purposes of the transaction of any or all lawful business for
16 which corporations may be incorporated under the Idaho Business
17 Corporation Act.

18 ARTICLE 3: TERM: The corporation is to have perpetual
19 existence.

20 ARTICLE 4: REGISTERED OFFICE & REGISTERED AGENT: The
21 registered office of the corporation shall be located at 594
22 North Overland Avenue, Burley, Idaho, 83318. The registered
23 agent for the corporation shall be Judy K. Kimber, whose business
24 office is identical with the registered office of the
25 corporation.

26 ARTICLE 5: CORPORATE STOCK: The total number of
shares which the corporation is authorized to issue is ten

ARTICLES OF INCORPORATION
OF KIMBER ENTERPRISES, INC.

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2 thousand (10,000) shares with each share having as its par value
3 ten cents (\$.10). The Board of Directors may from time to time
4 fix the consideration for which such shares shall be issued and
5 sold, provided they may not be issued or sold at a value less
6 than par. The capital stock when fully paid, shall be
7 nonassessable, shall be one class of which all shall be voting.
8 Voting of the stock shall be cumulative.

9 ARTICLE 6: INCORPORATOR: The name and post office
10 address of the Incorporator is:

11 R. C. Stone
12 P. O. Box 910
13 Burley, Idaho 83318

14 ARTICLE 7: DIRECTORS: The initial Board of Directors
15 shall consist of a single director who shall be:

16 Judy K. Kimber
17 594 North Overland Avenue
18 Burley, Idaho 83318


19 The initial Board of Directors shall serve until the first annual
20 meeting of the shareholders at which time their successors shall
21 be elected and qualified. The Bylaws shall specify the number of
22 Directors for the corporation to be elected at the first annual
23 meeting of shareholders, and thereafter.

24 ARTICLE 8: CONTRACTS: No contract or other
25 transaction between the corporation or any other corporation,
26 whether or not a majority of the shares of capital stock of such
other corporation is owned by the corporation, and no act of the
corporation shall be in any way affected or invalidated by the
fact that any of the directors of the corporation are pecuniarily

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2 or otherwise interested in or are directors or officers of such
3 other corporation. Any director individually may be a party to
4 or may be pecuniarily or otherwise interested in a contract or
5 transaction of the corporation and any directors of the
6 corporation who are so interested may be counted in determining
7 the existence of a quorum at any meeting of the Board of
8 Directors of the corporation which shall authorize such contract
9 or transaction and may vote thereon to authorize such contract or
10 transaction with the same right, force and effect as if he were
11 not such director or officer of such corporation and not so
12 interested therein. The same shall apply if any officer or
13 director of this corporation shall be interested in any other
14 form of business entity dealing with this corporation.

15 ARTICLE 9: NON-LIABILITY OF DIRECTORS: No director of
16 the corporation shall be liable to the corporation or its stock
17 holders for monetary damages for breach of fiduciary duty as the
18 director. This provision shall be subject to the limitations
19 provided in the Idaho Business Corporation Act.

20 IN WITNESS WHEREOF, we have executed these Articles of
21 Incorporation this 13 day of September 1996.

22
23 
24 R. C. Stone