



CERTIFICATE OF INCORPORATION  
OF

WESTEC 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: January 08, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF  
WESTEC INC.

RECEIVED  
SEC. OF STATE

\* \* \* \*

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby certify as follows:

ARTICLE I.

The name of the corporation shall be:

WESTEC INC.

ARTICLE II.

That subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE III.

The corporation formed herein shall be for the purpose of transacting any and all lawful business for which a corporation may be incorporated pursuant to the Idaho Code.

ARTICLE IV.

The total authorized capital stock of this corporation shall be one hundred thousand (100,000) shares of common stock with no par value. Shares of stock of this corporation shall not be transferred or sold until said sale shall be approved by the board of directors of the corporation and the By-laws of the corporation shall provide the method for such approval.

ARTICLES

ARTICLE V.

That the principal place of business, registered office and the location and the post office address of the registered office of said corporation shall be 53 North 200 West, Jerome, County of Jerome, State of Idaho, and Robert Bingham shall be the registered agent at such address.

ARTICLE VI.

That the number of the Directors of said corporation shall be three (3) at its inception and shall not be less than 2 nor more than 8, which number of directors shall be fixed by the By-laws of the corporation. The names and addresses of the initial members of the Board of Directors is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert I. Bingham	53 North 200 West Jerome, ID 83338
Garth C. Bingham	53 North 200 West Jerome, ID 83338
Elray C. Bingham	53 North 200 West Jerome, ID 83338

ARTICLE VII.

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho.

ARTICLE VIII.

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

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Robert I. Bingham	53 North 200 West Jerome, ID 83338	5,000

Garth C. Bingham            53 North 200 West            5,000  
Jerome, ID 83338

Elray C. Bingham            53 North 200 West            5,000  
Jerome, ID 83338

ARTICLE IX.

The number, qualifications, term of office, manner of election, and powers and duties of directors shall be fixed and may be altered from time to time as may be provided in the By-laws.

ARTICLE X.

The private property of the stockholders shall not be subject to or liable for the payment of corporate debts to any extent whatever.

ARTICLE XI.

By-laws shall be adopted by the directors and when so adopted may thereafter be repealed, amended or new By-laws adopted by the directors by two-thirds (2/3) vote of the directors or may be repealed, amended or new By-laws adopted by a two-thirds (2/3) vote of the outstanding stock of the corporation.

ARTICLE XII.

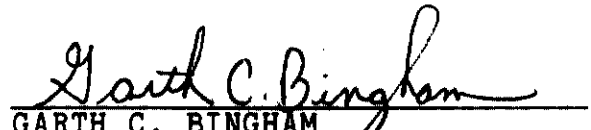
The corporation shall have the power to purchase or otherwise acquire, hold and reissue its own stock, and to buy, acquire, deal in and transfer shares of capital stock, bonds, debentures and other securities issued or created by any other corporation, cooperative marketing or purchasing association.


ARTICLE XIII.

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands this 3 day of January, 1991.

  
ROBERT I. BINGHAM

  
GARTH C. BINGHAM

  
ELRAY C. BINGHAM