

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

WESTERN INTERNATIONAL DEVELOPMENT CORPORATION

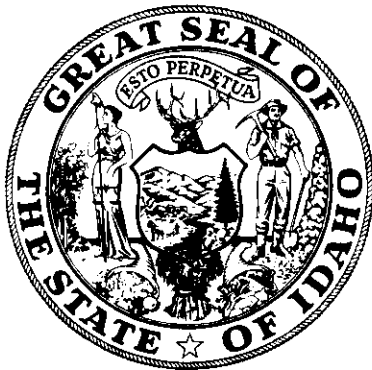
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

WESTERN INTERNATIONAL DEVELOPMENT 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 November 15, 19 79.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

FILED

ARTICLES OF INCORPORATION  
79 NOV 13 PM 3 03  
OF

WESTERN INTERNATIONAL DEVELOPMENT CORPORATION \*  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

That the name of the Corporation shall be WESTERN INTERNATIONAL DEVELOPMENT CORPORATION

ARTICLE II

The Corporation is formed for the purpose of the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The names of the incorporators and their addresses and the shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Ellis L. Lipe	620 Jewel, Blackfoot, ID 83221	10
June C. Lipe	620 Jewel, Blackfoot, ID 83221	10
John C. Peck	Route 5 Box 344, Blackfoot, ID 83221	10
Martha J. Peck	Route 5 Box 344, Blackfoot, ID 83221	10

ARTICLE V

The stock of the Corporation shall be of one class, common, which shall not be subject to assessment for any reason.

There shall be authorized 50,000 shares of a par value of ten cents (10¢) per share.

#### ARTICLE VI

The location of the initial registered office of the Corporation shall be in Bingham County, Idaho, at:

620 Jewel, Blackfoot, Idaho 83221

#### ARTICLE VII

The initial registered agent of this Corporation shall be:

Ellis L. Lipe  
620 Jewel, Blackfoot, Idaho 83221

#### ARTICLE VIII

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board shall not be less than three (3) nor more than eleven (11).

The names and addresses of the directors, constituting the initial Board of Directors, who shall serve as directors until the first annual meeting or until their successors are elected and qualify, are:

Ellis L. Lipe, 620 Jewel, Blackfoot, Idaho 83221  
June L. Lipe, 620 Jewel, Blackfoot, Idaho 83221  
John C. Peck, Route 5 Box 344, Blackfoot, Idaho 83221

#### ARTICLE IX

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

#### ARTICLE X

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the 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 or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member,

may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of the Corporation which is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of November, 1979.

Ellis L. Lipe  
Ellis L. Lipe

June C. Lipe  
June C. Lipe

John C. Peck  
John C. Peck

Martha J. Peck  
Martha J. Peck

STATE OF IDAHO        )  
                                  : ss.  
County of Bingham )

On this 10th day of November, 1979, before me, the undersigned, a Notary Public in and for said state, personally appeared Ellis L. Lipe, June C. Lipe, John C. Peck and Martha J. Peck, known to me to be the persons whose names are subscribed to the within instrument, and acknowledge to me that they 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.

David K. Garrison  
Notary Public for Idaho  
Residing at Blackfoot, Idaho