

State of Idaho

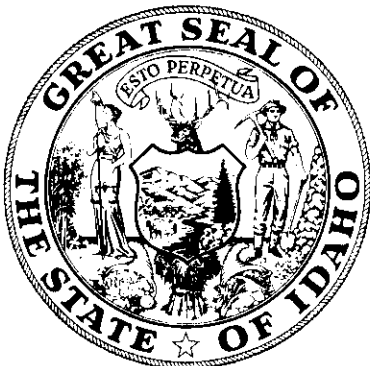
Department of State.

CERTIFICATE OF AUTHORITY OF

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of _____
_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to _____
to transact business in this State under the name _____, INC.
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated _____ December 1 _____, 19 20 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is RICHTRON, INC.

2. *The name which it shall use in Idaho is RICHTRON, INC.

3. It is incorporated under the laws of UTAH

4. The date of its incorporation is January 22, 1974, and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 225 South 200 West, Farmington, Utah 84025

6. The address of its proposed registered office in Idaho is 1354 Albion Avenue,
 Burley, Idaho 83318 , and the name of its proposed registered agent in Idaho at that address is Tom Church

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
 Real estate investment

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Paul H. Richins</u>	<u>President/Treasurer</u>	<u>144 South 350 East, Farmington, Utah</u>
<u>Shari Beyer Richins</u>	<u>Vice Pres./Secretary</u>	<u>144 South 350 East, Farmington, Utah</u>
<u>Leo H. Richins</u>	<u>Director</u>	<u>141 East 100 South, Kaysville, Utah</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>500,000</u>	<u>Common</u>	<u>\$.10</u>
<u>50,000</u>	<u>Preferred</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
28,340	Common	\$.10
30,000	Preferred	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated _____, 19 79.

RICHTRON, INC.

By X Paul H. Richins
 Its _____ President
 and X Shari Richins
 Its _____ Secretary

STATE OF UTAH)
) ss:
 COUNTY OF Davis)

I, Neale G. Davis, a notary public, do hereby certify that on this 5th day of December, 19 79, personally appeared before me PAUL H. RICHINS, who being by me first duly sworn, declared that he is the President of RICHTRON, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Neale G. Davis
 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of RICHTRON, INC., a Utah corporation filed with this office January 22, 1974, and said corporation is in good standing.

File # 061791
AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I have
hereunto set my hand and affixed the
Great Seal of the State of Utah at Salt
Lake City, this 19th _____ day of
October _____ A.D. 19 79.

David S. Monson
LT. GOVERNOR/SECRETARY OF STATE

John J. Wilford
AUTHORIZED PERSON

FILED in the office of the Secretary of State of the State of Utah, on the 22nd day of January, 1974
CIVIL SERVICE
Secretary of State
61791

ARTICLES OF INCORPORATION
OF
RICHTRON, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: RICHTRON, INC.

ARTICLE II

The period of its duration shall be: Perpetual.

ARTICLE III

1. The purpose for which the corporation is organized is to engage in the business of financial investments, to include, but not limited to real estate, investments of every nature, buying and selling of real property, property management, investment counseling and management, as well as investments in stocks, bonds, mutual funds and any associated businesses.
2. To engage in any lawful activities.
3. To engage in the business of merchandising, both retail and wholesale, an wholesale, and as principal, agent or broker, any and all kinds of personal and real property, and buying, acquiring, handling, dealing in and disposing of the same in any manner not prohibited by law.
4. To conduct and carry on the business of investments or acquiring, by purchase or otherwise, and the disposition, by sale or otherwise, in any and all manner, real property and any and all manner of interests therein, and to hold and operate the same in any manner not prohibited by law.
5. To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation.
6. To act as a broker, factor, or agent, in any matter, business or transaction and for any person, association or corporation.
7. To enter into any, and all kinds of, contracts and arrangements involving any kind of property, thing or activity not prohibited by law, and to perform undertakings entered into.
8. To carry on its business and to have offices and agencies therefor

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in all parts of the world.

9. To borrow and lend money, with or without security, and to indorse, or otherwise guarantee, the obligations of others.

10. To act as principal or agent for others and to receive compensation for all services which it may render in the performance of the duties of an agency character.

11. To issue its own bonds, notes, debentures and other forms and evidences of indebtedness; and to issue stock of this corporation in payment and cancellation of indebtedness of this corporation, or for such other consideration as the board of directors shall deem to be advisable.

12. To purchase or acquire, by gift or otherwise, any of the capital stock of this or any other corporation and the stock thus acquired, may be sold, used or disposed of as the board of directors may determine by resolution; to issue the shares of capital stock of this corporation in payment of or for any debt or obligation of the corporation, or for the purpose of acquiring or paying for any real or personal property or services as the board of directors may determine.

13. In general to do any and all things which it may legally do and to have and exercise all of the powers conferred by the law of the State of Utah upon corporations formed under the laws thereof, even though not directly connected with or incident to the object hereinbefore set forth, and the foregoing shall not be held to limit or restrict in any manner, the powers of this corporation, and these articles of incorporation shall be construed liberally, both as to objects and purposes.

14. Any other legal purpose as may be authorized by the Board of Directors, from time to time, whether the same shall be in connection with the above purposes, or an entirely new or different business pursuit.

ARTICLE IV

1. The aggregate number of shares which the Corporation shall have authority to issue is 500,000 shares of Class A, \$0.10 par value common stock, and 50,000 shares of Series A, \$1.00 par value preferred stock.

2. The Class A, \$0.10 par value common stock may be issued by the Corporation or subscriptions taken therefor from time to time for such consideration as may be fixed from time to time by the Board of Directors; however, at no time may stock be issued for such consideration less than the par value

of the stock, i.e., \$0.10.

3. The Class A, \$0.10 par value common stock of this corporation shall not be issued in series or broken into additional classes and dividend rights, and the Corporation's stock shall be treated hereafter as said stock is set forth to be treated in the Utah Business Corporations Act, as amended to date.

4. The Class A, \$0.10 par value common stock of this Corporation shall be nonassessable and the shareholders shall not be liable for the debts of the Corporation except to the extent of unpaid subscriptions for shares which may be outstanding at any time the Corporation is dissolved, merged, or said subscriptions are subject to call.

ARTICLE V

No shareholder of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of the Corporation, whether now or hereafter authorized, or to any obligations convertible into shares of the corporation, issued or sold, nor any right of subscription to any thereof other than such right, if any, and at such price as the Board of Directors, in its sole discretion from time to time, may determine, pursuant to the authority hereby conferred by this Certificate of Incorporation, and the Board of Directors may issue shares of the Corporation, or obligations convertible into shares without offering such issue, either in whole or in part, to the shareholders of the Corporation, and no holder of preferred shares of the Corporation shall have any preemptive or preferential right to receive any of such shares or obligations declared by way of dividend. Should the Board of Directors, as to any portion of the shares of the Corporation, whether now or hereafter authorized, or to any obligation convertible into shares of the Corporation, offer the same to the shareholders or any class thereof, such offer shall not in any way constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other portions of such shares or obligations without so offering the same to the shareholders. The acceptance of shares in the Corporation shall be a waiver of such preemptive or preferential right, which in the absence of this provision might otherwise be asserted by shareholders of the corporation of any of them.

ARTICLE VI

Each outstanding share of capital stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the

stockholders, each shareholder being entitled to vote his or its shares in person or by proxy executed in writing by such shareholder or by his duly authorized attorney in fact. At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy the number of shares owned by him or it for as many persons as there are directors to be elected and for whose election he or it has a right to vote but the shareholders shall have no right whatsoever to cumulate his or its votes with regard to such election.

ARTICLE VII

The Corporation shall not commence business until at least One Thousand (\$1,000.00) Dollars has been received by it as consideration for the issuance of shares.

ARTICLE VIII

All meetings of the shareholders of the Corporation shall be held at such place either within or without the State of Utah as may be provided by the By-laws of the Corporation. In the absence of any such provision, all such meetings shall be held at the registered office of the Corporation.

Unless otherwise provided in the Act or other applicable law, a majority of the shares of the common stock of the Corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders of the Corporation.

ARTICLE IX

Meetings of the Board of Directors of the Corporation whether regular or special may be held either within or without the State of Utah and upon such notice as may be prescribed in the By-law of the Corporation.

The number of Directors of the Corporation which shall constitute a quorum for the transaction of business at any meeting of the Board of Directors shall be fixed in the By-laws of the Corporation.

The Board of Directors may delegate certain duties in respect to the affairs of the corporation to the various officers, or to committee of the Board of Directors, or to other persons selected, engaged, appointed or employed by the Board of Directors, and may adopt by-laws for conducting the business of the Corporation and may define the duties of the various officers, agents, and servants of the Corporation; however, no By-laws adopted or amended by the altered or repealed by the Board of Directors. The Board of Directors may also require and fix the amount and conditions of bonds from the various officers,

agents, servants, and employees.

Any vacancy occurring in the Board of Directors may be filled by affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall also be filled by the Board of Directors, such appointment to be until the next annual meeting or a special meeting of the shareholders called for the purpose of electing a director to the office to be created.

Notice of directors' meetings shall be in the manner prescribed by, and shall be at any time and place designated by the Board of Directors; however, until such designation be made, such meeting may be called at any time by the President; or by any two directors, by five days notice personally, including notice by personal telephone call or by letter addressed to known address or to last known address if current address is not know, but notice and five-day requirement may be waived if all directors are present and is waived by any director as to him by his presence at such meeting.

Officers of the Board of Directors shall be elected by a majority vote of the board.

ARTICLE X

The initial By-laws of the Corporation shall be adopted by its Board of Directors hereafter unless otherwise provided in the Act. By-laws of the Corporation may be adopted, amended or repealed, either by the shareholders or by the Board of Directors except that (a) no By-law adopted or amended by the shareholders shall be altered or repealed by the Board of Directors and (b) no By-law shall be adopted by the directors which shall require more than a majority of the voting for a quorum at a meeting of the shareholders of the Corporation or more than a majority of the votes cast to constitute action by the shareholders except where higher percentages are required by law. The By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, other applicable laws and these Articles of Incorporation.

ARTICLE XI

The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business

or at the office of its transfer agent or registrar a record of its shareholders giving the names and addresses of all shareholders and the number of shares of the Corporation held by each. No shareholder shall have the right to inspect any such books and records except as conferred by the Act or other applicable law unless authorized to do so by a resolution or resolutions of the shareholders or of the Board of Directors.

ARTICLE XII

The Board of Directors of the Corporation shall have power from time to time to fix and determine and to vary the amount which is to be reserved by the Corporation as working capital and before the payment of any dividends or the making of any distribution of profits it may set aside out of net profits or earned surplus of the Corporation such sums or sum as it may from time to time in its absolute discretion determine to be proper whether as a reserve fund to meet contingencies or for the equalizing of dividends or the repair or maintaining of any property of the Corporation or for an addition to stated capital, capital surplus or earned surplus or for any corporate purpose which the Board of Directors shall deem to be in the best interest of the Corporation subject only to such limitations as the By-laws of the Corporation may from time to time impose.

ARTICLE XIII

The Board of Directors of the Corporation may, provided by the By-laws of the Corporation so provide, make provision for reasonable compensation to its members for their services as directors and establish the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive proper compensation therefor.

The directors of this Corporation may or may not be stockholders.

The exact number of directors may from time to time be specified by the By-laws at not less than three nor more than fifteen. When the By-laws do not specify the exact number of directors, the number of directors shall be three.

A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of assets, liabilities or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

No person shall be liable to the Corporation for any loss or damage

suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith. If such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he had reasonable grounds to believe or upon a financial statement of the Corporation prepared by an officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants.

A director of the Corporation shall not in the absence of fraud be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall insofar as permitted by the Act or any other applicable statute, any transaction or contract of the Corporation be void or voidable as affected by reason of the fact that any director or any firm of which a director is a member or any Corporation of which any director is an officer, director or stockholder is in any way interested in such transaction or contract provided that at the meeting of the Board of Directors or of a committee thereof having authority in the premises to authorize or confirm such contract or transaction, the interest of such director, firm or corporation is disclosed or made known and there shall be present a quorum of the Board of Directors or of the directors constituting such committee and such contract or transaction shall be approved by a majority of such quorum, which majority shall consist of directors not so interested or connected. Nor shall any director be liable to account to the Corporation for any profit realized by him from or through any such transaction or contract of the Corporation, ratified or approved as herein provided, by reason of the fact that he or any firm of which he is a member, or any Corporation of which he is a stockholder, director or officer was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of a quorum. Each and every person who is or may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from those contacting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any contract, transaction, or act of the Corporation or of the Board of Directors

or of any committee which shall be ratified by a majority in interest of a quorum of the stockholders having voting power, shall be valid and as binding as though ratified by each and every stockholder of the Corporation, but this shall not be constituted as requiring the submission of any contract to the stockholders for approval.

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them are made parties or a party of which may be asserted against them or any of them by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other right to which those indemnified may be entitled under any law, By-law, agreement, vote of stockholders, or otherwise.

The directors may submit any contract or transaction for approval at any annual meeting of the stockholders or at any special meeting of the stockholders called for that purpose; and any contract or transaction so approved by a majority vote of a quorum of the stockholders at such meeting shall be binding upon the Corporation and all its stockholders, whether or not the contract or transaction would otherwise be subject to attack because of the interest of any of the directors of the corporation or for any other reason.

ARTICLE XIV

The Corporation may, in its By-laws, make any other provisions or requirements for the management or conduct of the business of the Corporation, provided the same is not inconsistent with the provisions of these Articles of

Incorporation or contrary to the laws of the State of Utah or the United States.

ARTICLE XV

The Corporation may issue and sell its authorized shares with par value from time to time in the absence of fraud in this transaction, for such considerations as may from time to time be fixed by the Board of Directors, however, in no event may said shares be issued for consideration of less than \$0.10 per share; and sell and dispose of any stock having a par value for such consideration permitted by law, as the Board of Directors may from time to time determine without other authority, consent, or vote of the stockholders of the Corporation of any class or classes.

ARTICLE XVI

The Corporation reserves the right to amend, alter or repeal or to add any provisions to these Articles of Incorporation in any manner now or hereafter perscribed by the Act and any amendment thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.

ARTICLE XVII

The address of the initial registered office of the Corporation is 155 South 200 East, Farmington, Utah, 84025.

The name of the initial registered agent of the Corporation at such address is Paul H. Richins.

ARTICLE XVIII

The initial Board of Directors of the Corporation shall consist of three members, and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Paul H. Richins	155 South 200 East Farmington, Utah 84025
Shari Beyer Richins	155 South 200 East Farmington, Utah 84025
Leo H. Richins	141 East 100 South Kaysville, Utah

which directors shall hold office until the first meeting of the shareholders of the Corporation and until their successors shall have been elected and qualified.

At the first meeting of the shareholders of the Corporation and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting of the shareholders. Each

director so elected shall hold office for the term for which he is elected and until his successor shall have been elected and qualified. Directors need not be residents of the State of Utah or shareholders of the Corporation.

ARTICLE XIX

The name of each incorporator and his address is:

<u>Name</u>	<u>Address</u>
Paul H. Richins	155 South 200 East Farmington, Utah 84025
Shari Beyer Richins	155 South 200 East Farmington, Utah 84025
Leo H. Richins	141 East 100 South Kaysville, Utah

Dated this 22 day of January, 1974.

Paul H. Richins
Paul H. Richins

Shari Beyer Richins
Shari Beyer Richins

Leo H. Richins
Leo H. Richins

STATE OF UTAH)
) ss.
County of Davis)

I, DeVaughn Jones a Notary Public, hereby certify that on the 22 day of January, 1974, personally appeared before me PAUL H. RICHINS, SHARI BEYER RICHINS, and Leo H. Richins who being by me duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of January, 1974.

DeVaughn Jones
Notary Public

Residing at: Farmington, Utah

My commission expires: 1-19-75