



**CERTIFICATE OF INCORPORATION
OF**

GREAT WESTERN AUCTION'S, INC.

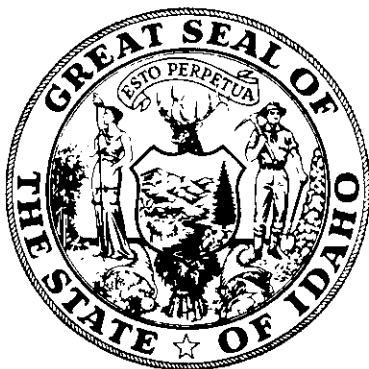
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

GREAT WESTERN AUCTION'S, INC.

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: **August 13, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

AUG 13 9 10 AM '84

CLERK OF DISTRICT COURT

ARTICLES OF INCORPORATION

OF

GREAT WESTERN AUCTION'S, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we , the undersigned, being all bona fide citizens of the United States of America, being of full age, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that and execute the following ARTICLES OF INCORPORATION, and we do hereby set forth and declare as follows:

ARTICLE I

That the name of this corporation is, and shall hereinafter be known as GREAT WESTERN AUCTION'S, Inc.

ARTICLE II

That the principle office if this corporation shall be 120 East Walnut Street, Pocatello, Idaho, 83201, in Bannock County, State of Idaho, and other offices for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principle office or at such other places as the By-Laws provide.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The purpose for which this corporation is formed are as follows:

(a) To institute, enter into, assist, conduct, perform, carry on, or participate in every kind of auction of goods of every nature which shall include, but not be limited to, the auction of commodities, dry goods, soft goods, hardware, ironmongery, housewares, groceries, fixtures, machinery of all types, farm products machinery and vehicles, all types of piston driven vehicles, any kind of steam or diesel operated engines or locomotives, aeronautical machines, devices , parts and supplies, or other related articles thereto, any and all marine and other nautical devices, conveyances, parts and supplies, or other related articles thereto, in general all types of personalty, chattels and other moveable objects that may be sold to the general public auction;

to auction all types of realty and the chattles attached thereto and herediments; and to auction all types of animals; and without limiting the generality of the foregoing to purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, invest, trade, deal in and with goods, wares and merchandise of every description and class, with any and all realty, chattles real and personal, herediments, any and all kinds of animals; and to finance the aforesaid transactions by taking the purchasers notes, either secured or unsecured, by chattel mortgages or by holding or acquiring conditional sales contracts to finance the sales of this corporation or any other corporation similarly situated.

(b) To buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade, and dispose of real and personal property.

(c) To invest the capital of the corporation for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the corporation.

(d) Subject to the provisions of the law, the corporation may purchase or otherwise acquire, hold, and reissue the shares of its capital stocks.

(e) To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for the same in cash, stock bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business assets and liabilities if any person, firm, association or corporation.

(f) In the purchase of or acquisition of property business rights or franchises, or the sale thereof, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or otherwise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(h) In general, but in connection with the foregoing, the corporation may carry on any other business and have and exercise all powers conferred by the Laws of the State of Idaho upon corporations formed under the laws of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

(i) This corporation shall have the power to enter into lease agreements with individuals, partnerships or other corporations or to enter into franchise agreements with individuals, partnerships or other corporations, either for a single event or for a term, as may be agreed upon between the parties, for an agreed upon monetary amount, whereby the said individuals, partnerships, or other corporations may use the equipment and the good name of this corporation to conduct any auction that is allowed under these Articles of Incorporation and is of a lawful nature.

ARTICLE V

No contract or other transaction between the corporation or 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 in any way be 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 or are in any degree individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested; PROVIDED HOWEVER: That the minutes of such meeting where said contract or other transaction is voted on shall reflect the interest that any party may have in the said contract or other transaction.

ARTICLE VI

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a board of directors consisting of not less than three (3) nor more than five (5) directors who shall be elected by the stockholders in accordance with the By-Laws and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho. The names and address of the directors until the first annual meeting of the stockholders are Darrel M. Jensen, Route 2 Box 342, Blackfoot, Idaho 83221, Carma L. Jensen, Route 2 Box 342, Blackfoot, Idaho 83221 and Eugene L. Mc Coy, P. O. Box 2005, Pocatello, Idaho 83206.

ARTICLE VII

That the amount of the authorized capital stock shall be of two classes as follows:

(a) COMMON VOTING; There shall be FIVE THOUSAND common voting shares with a par value of TWO DOLLARS (\$2.00) per share.

(b) COMMON NON VOTING: There shall be FIVE HOUSAND common non voting shares with a par value of TWO DOLLARS (\$2.00) per share.

The voting of the shares shall be on a non-cumulative basis.

This article may be amended by a resolution of the majority of the board of directors and voted upon and ratified by a majority of the common voting share holders of the corporation.

ARTICLE VIII

That the shares of said stock shall be non-assessable.

ARTICLE IX

That the Statutory agent of the said Corporation shall be:

EUGENE L. Mc COY
Attorney at Law
120 East Walnut Street
Pocatello, Idaho 83201

ARTICLE X

That the amount of said capital common voting stock that has been actually subscribed is two (2) shares, and the names and addresses of the persons who have subscribed therefore and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO SHARES</u>
DARREL M. JENSEN	Route 2 Box 342 Blackfoot, Idaho 83221	1
CARMA L. JENSEN	Route 2 Box 342 Blackfoot, Idaho 83221	1

That the foregoing named incorporators are all person of full age, and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of July, 1984.


Darrel M. Jensen



Carma L. Jensen

STATE OF IDAHO)
): SS
County of Bannock)

On this 18th day of July, 1984, before me the undersigned, a Notary Public in and for said State Personally appeared DARREL M. JENSEN and CARMA L. JENSEN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged 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.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho