



CERTIFICATE OF INCORPORATION
OF

SANDYCO AND ASSOCIATES, INC.

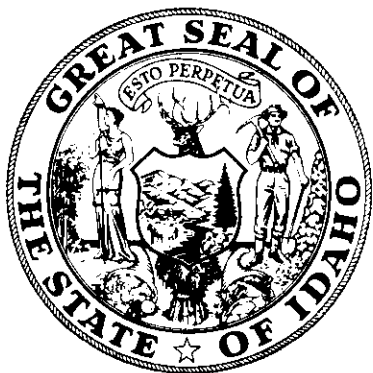
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SANDYCO AND ASSOCIATES, 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: *February 6, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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SANDYCO AND ASSOCIATES, INC.

SECRETARY OF
STATE

The undersigned, acting as incorporation of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

SANDYCO AND ASSOCIATES, INC.

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To design, develop, invent, patent, manufacture, sell and resell on its own account and as licensee agent or on consignment, material used in engineering, manufacturing, producing, constructing, maintenance and other applied uses.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the corporation's business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(d) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

(e) Without in any particular way limiting any of the objects of purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of

the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

(f) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Preferred non voting	4,000,000	No Par	0,000,000
Common voting	2,000,000	No Par	0,000,000

The powers, preferences and rights, qualifications, limitations and restrictions of the classes of stock are as follows:

A. Preferred Stock:

1. Holders of preferred stock shall be entitled to receive preferred cumulative dividends when declared by the Board of Directors of the company. Said dividends will be due December 31 of each year and will be in arrears if not paid on January 15 following the due date.

(a) Dividends will be equal to and not less than average bank prime interest rates prevailing during dividend period.

2. Preferred stock cumulative dividends will be payable by January 1, 1986, and annually thereafter as declared by the Board of Directors of the company. No dividend may be declared, set apart, or paid on the common stock or any other stock as to dividends or liquidating distributions while there is any arrearage in payments of dividends on any outstanding preferred stock.

3. Preferred stock shall be non-participating as to all earnings of the corporation other than the preferred dividends set out above.

4. Until December 31, 1985, owners of preferred stock may, at their option, convert all or any part of their outstanding preferred stock to common stock. The conversion rate shall be one share of common stock for one share of preferred stock, plus dividends accrued to the conversion date. If any stockholder does not elect to convert before midnight of December 31, 1985, his right to convert shall lapse and he will have no right to convert. If a preferred stockholder elects to convert his preferred stock to common stock, written notice of said election must be given to the corporation

secretary on or before midnight of December 31, 1985. This requirement will be satisfied by registered, mailed, written notice, postmarked on or before December 31, 1985. The conversion shall be effective on the last day of the month following the receipt of the notice, but no later than December 31, 1985, with the preferred dividend being paid on the effective date of the conversion, but no later than December 31, 1985.

5. On or at any time after January 1, 1986, all preferred stock which has not been converted as provided above may be redeemed by the corporation, by a resolution passed by a majority of the Board of Directors, at corporate book value per share plus the dividends accrued and owing on said stock to the redemption date or no less than amount paid plus dividends accrued. Said amount shall be paid in cash upon receipt of the preferred stock properly endorsed by the stockholder to the corporation. At any time after November 15, 1985, the corporation may notify the preferred stockholders, in writing, of its intent to redeem the preferred stock effective January 1, 1986, or any date thereafter as determined by the Board of Directors. Notice or election to redeem must be mailed to the preferred stockholders at least thirty days prior to the effective date of the redemption notice. The preferred dividend will cease to be earned or paid after the effective date of the redemption. No interest will be paid on the sums owed the preferred stockholders until the preferred stock has been properly endorsed and delivered to the corporation secretary and payment of said sums to the preferred stockholder is delayed by fault of the corporation and not by fault of the preferred stockholder.

6. The number of directors of the corporation shall be five, with one of said five directors being elected by stockholders owning the preferred stock of the corporation. If any dividends on preferred stock are in arrears on February 1, 1987, the number of directors shall be increased by two and the holders of the preferred stock will have the exclusive right to elect the persons to fill such positions. If on or after February 1, 1988, dividends on preferred stock are in arrears, the number of directors shall be increased by two and the holders of the preferred stock will have the exclusive right to elect the persons to fill such positions. The Board of Directors shall not exceed nine, five of which are elected by the preferred stockholders. At any time all dividends are paid and current to preferred

stockholders, the Board of Directors shall revert to five, four of which are elected by the common stockholders and one director being elected by the preferred stockholders. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors need not be residents of the State of Idaho or shareholders of the corporation.

7. In the event of dissolution, liquidation or bankruptcy, either voluntary or involuntary, preferred stockholders will be paid prior to common stockholders on the following basis:

(a) All accrued and unpaid dividends will be paid.

(b) After all dividends are paid and are current to preferred stockholders, all stock (common and preferred) will be on an equal per share basis.

8. Without the vote or consent of the holders of at least two-thirds of the number of preferred stock then outstanding, the company may not:

(a) Create any stock or debenture which shall have a priority to the preferred stock as to dividends or liquidation.

(b) Amend, alter, or repeal any of the preferences, special rights or powers of the preferred stock so as to adversely affect such preferences, special rights or powers.

(c) Sell or otherwise dispose of substantially all of its assets.

9. All notices will be sent to the stockholder's address shown on the corporation records. It is the stockholder's responsibility to keep the corporation informed of the stockholder's correct address.

10. After all preferred stock has been redeemed or converted to common stock and all preferred dividends have been paid, this portion of the Articles of Incorporation (Article Fourth, A, 1 through 9) will lapse.

B. Common Stock:

1. No dividend shall be paid on common stock until such time as all dividends are paid and current on the outstanding preferred stock.

C. Provisions Denying Preemptive Rights:

1. In the event additional stock is issued prior to the redemption or conversion of all preferred stock preemptive rights shall be as follows:

(a) A new stock issue will be offered to the common stockholder for thirty days.

(b) The stock issue that is not purchased by the common stockholders will be offered to the preferred stockholders for thirty days.

(c) The stock issue not purchased by the common stockholders or the preferred stockholders will be offered to the public.

(d) If all the stock issue is not purchased by the above, the Board of Directors will determine the disposition of the stock issue not purchased by a, b, or c, above.

2. After all preferred stock has been redeemed or converted to common stock, there will be no restrictions on preemptive rights.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: None

SIXTH: The addresses of the initial registered office of the corporation is 529 Lomax, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address of James A. Beverly.

SEVENTH: The number of the directors constituting the initial Board of Directors of the corporation is five.

James A. Beverly
P.O. Box 444
Moore, ID 83255

Ronald M. Lowe
P.O. Box 809
Arco, ID 83213

Dick P. Clark
4131 N. 5500 E.
Idaho Falls, ID 83401

Debbie L. Heath-Shaw
1210 S. Blvd.
Idaho Falls, ID 83401

Lerry Heath
P.O. Box 789
Glenns Ferry, ID 83626

EIGHTH: The names and addresses of each incorporator are:

James A. Beverly
P.O. Box 444
Moore, ID 83255

Phillip C. Schwinn
P.O. Box 345
Arco, ID 83213

Dick P. Clark
4131 N. 5500 E.
Idaho Falls, ID 83401

Ronald M. Lowe
P.O. Box 809
Arco, ID 83213

Lerry Heath
P.O. Box 789
Glenns Ferry, ID 83626

Debbie L. Heath-Shaw
1210 S. Blvd.
Idaho Falls, ID 83401

Dated this 4th day of Feb., 1984

James A. Beverly
James A. Beverly

Lerry A. Heath
Lerry A. Heath

Dick P. Clark
Dick P. Clark

Ronald M. Lowe
Ronald M. Lowe

Phillip C. Schwinn
Phillip C. Schwinn

Debbie L. Heath-Shaw
Debbie L. Heath-Shaw

STATE OF IDAHO
County of

On this 4th day of Feb., 1984, before me, the undersigned, a Notary Public in and for said County and State, personally appeared James A. Beverly, Lerry A. Heath, Dick P. Clark, Ronald M. Lowe, Phillip C. Schwinn and Debbie L. Heath-Shaw. Known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Charles P. [Signature]
Notary Public of State of Idaho
Residing at [Signature]

January 25, 1984

Mr. Ronald M. Lowe
P.O. Box 717
Arco, ID 83213

Dear Mr. Lowe:

Per your letter of January 23, 1984, this is to inform you that we have no objection to your using the the name Sandyco, Inc., as Sandy Corp is no longer active.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Earl T. Grossaint', with a large, stylized flourish extending to the right.

Earl T. Grossaint
President

ETG:pks