



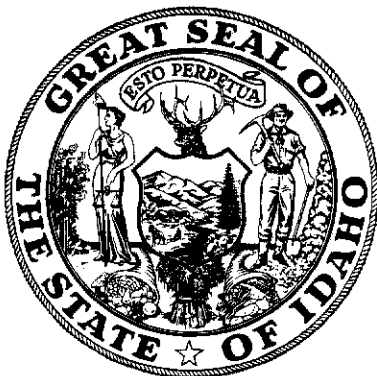
CERTIFICATE OF INCORPORATION
OF

EAGLE ROCK INVESTMENTS, 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: *July 23, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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**ARTICLES OF INCORPORATION
OF
EAGLE ROCK INVESTMENTS, INC.**

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

I.

The name of the corporation is: EAGLE ROCK INVESTMENTS, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is to perform the transaction of any and all lawful business for which corporations may be incorporated.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 500 shares at \$100.00 par value per share.

V.

The shares of stock will not be divided into classes.

VI.

The corporation will not issue shares of any preferred or special class of stock.

VII.

No preemptive rights will be denied to shareholders.

VIII.

The regulation of the internal affairs of the corporation, including the regulation of the internal affairs of the corporation, and provisions restricting the transfer of shares of stock shall be done pursuant to the By-laws and to a Shareholders' Agreement for the stockholders' sale and purchase of stock.

IX.

The address of the initial registered office of the corporation is 211 West 13th St, Burley, Idaho 83318, and the name of its initial registered agent at such address is Larry Roberts.

X.

The number of directors constituting the initial board of directors of the corporation is eleven (11), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Larry Roberts and Kim Roberts, P.O. Box 5, Burley, ID 83318
Mike Ellenberger and Janet Ellenberger, 1650 Conant Avenue,
Burley, Idaho 83318
Gale Roberts and Joyce Roberts, Hailey, Idaho 83333
Vern Roberts and Veeta Roberts, P.O. Box 36, Jerome, Idaho 83338
Kent Kerri and Lana Kerri, Sparks, Nevada 89431
Howard Smyser, 1459 Burton Avenue, Burley, Idaho 83318

XI.

The name and address of each incorporator is:

Larry Roberts, P.O. Box 5, Burley, ID 83318
Janet Ellenberger, 1650 Conant Avenue, Burley, Idaho 83318
Howard Smyser, 1459 Burton Avenue, Burley, Idaho 83318

XII.

No stock of this corporation shall be pledged, hypothicated, transferred, assigned, given as security or otherwise encumbered by any person who is a holder thereof, except with the consent of the Board of Directors, evidenced by a resolution duly passed at a regular meeting of the board or a special meeting of the board called for that purpose.

Any stockholder of this corporation who desires to sell or part with his shares of stock herein shall first offer the same to the corporation upon the terms and conditions as set forth in the Bylaws of the corporation relating to the death or withdrawal of a stockholder, which corporation shall have ninety (90) days within which to determine whether or not the corporation will purchase or acquire such shares for the price and terms offered.

If the corporation rejects the offer or fails to accept the same within said ninety-day period after the offer is made, the shareholder desiring to sell or part with his shares, or his estate, shall offer the same at the same price and terms to the other stockholders of the corporation who shall have ninety (90) days from the date thereof to determine whether they or any of them desire to purchase said shares.

In the event any of the stockholders desire to purchase the shares so offered, said shares shall be acquired by accepting stockholders in proportion to their respective holdings in the corporation. In the event all the stockholders reject the offer or fail to accept the same within said ninety day period after the offer is made, the person offering the stock for sale may then sell the same

on the open market; provided, however, no share may be sold on the open market at a selling price less than the price offered or upon different terms than those offered by the selling stockholder to the corporation or to any stockholder thereof.

This corporation shall have a first and prior lien on any and all its outstanding shares of capital stock and upon any dividends earned thereon for any indebtedness owing by the owner of any of such stock. Such lien shall cover any indebtedness, whether due or to become due, whether now existing or which may hereafter be created, whether contingent or fixed, and whether primary or secondary.

DATED this 16 day of July 1986.


Larry Roberts


Janet Ellenberger


Howard Smyser

STATE OF IDAHO)
) ss
County of Cassia)

On this 18th day of July, 1986, before me the undersigned, a Notary Public in and for said State, personally appeared LARRY ROBERTS, JANET ELLENBERGER and HOWARD SMYSER, known to me to be the persons whose names are subscribed to the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above-written.


Notary Public for Idaho
Residing at: Burley
Commission Expires: 1-1-92