



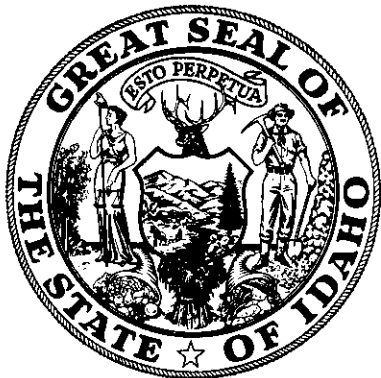
**CERTIFICATE OF INCORPORATION  
OF**

**L & D INVESTMENTS, INCORPORATED**

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 25, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Wiley J. Clark*

ARTICLES OF INCORPORATION  
OF

RECEIVED  
SEC. OF STATE  
'85 JUL 25 AM 8 53

L & D INVESTMENTS, INCORPORATED

ARTICLE I.

NAME

The name of the Corporation is L & D Investments, Incorporated.

ARTICLE II.

PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III.

BUSINESS PURPOSES

The purposes for which this Corporation is organized are as follows:

This Corporation may transact any and all lawful business for which corporations participate, undertake or engage in pursuant to Idaho law and the Idaho Business Corporation Act.

ARTICLE IV.

STOCK CLAUSES

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares with a par value of One Dollar (\$1.00) per share.

ARTICLE V.

PREEMPTIVE RIGHTS AND RELATED MATTER

SECTION 1. Statement Of Preemptive Rights. After the

first one hundred shares of this Corporation authorized shares have once been issued, each holder of shares in this Corporation shall have the first right to purchase shares of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights.

SECTION 2. Prohibition Of Shares For Other Than Money Or Property. Shares of this Corporation shall not be issued for consideration other than money, property or in payment of a debt of the Corporation, without the unanimous consent of all other shareholders.

SECTION 3. Restrictions On Transfer Of Stock.

A. No stockholder shall sell, assign, encumber or otherwise dispose of his stock, either in whole or in part, during his lifetime without first making a written offer to sell or transfer such shares to the Corporation.

B. The Corporation shall have sixty days in which to elect to purchase the stock of the withdrawing stockholder. If an election to purchase is made, written notice of the election

must be delivered to the withdrawing stockholder within the sixty day period. If no election to purchase is made, the withdrawing stockholder shall make a written offer to sell such stock to the other stockholders for the same price and subject to the same conditions as offered to the Corporation. Each stockholder shall be entitled to purchase a portion of the shares offered based on the ratio of the shares the stockholders then own to the total number of shares owned by all the nonwithdrawing stockholders, except that if any stockholder does not purchase his portion of the shares offered such portion shall then be available to the other stockholders on a proportional basis. If no election is made either by the Corporation or by any of the other stockholders to purchase the offered stock, the withdrawing stockholder shall be free to dispose of his stock without regard to the terms of this agreement.

C. If an election is made to purchase the stock of a withdrawing stockholder, the price for the stock shall be the value of such stock as determined under Article D hereof. The purchase price for the stock shall be paid to the withdrawing stockholder within thirty-six months after acceptance of the offer of sale. If the stock is purchased by the Corporation, the purchase price shall be paid in cash to the extent that such cash is available from the cash surrender or loan value of the life insurance policy or policies on the life of the withdrawing stockholder owned by the Corporation. The Corporation

shall pay any balance of the purchase price, and the other stockholders shall pay the full purchase price, by giving a negotiable promissory note payable in equal monthly installments over a set number of months, not exceeding thirty-six months. The first monthly installment shall be due four months after the offer of sale is accepted. Interest on the note shall be payable annually, at the rate of five percent per annum, provided that the note shall be subject to prepayment, without penalty, in whole or in part, at any time, and, provided further, that the due date of the note shall be accelerated upon default in payment of any monthly installment or upon default in payment of interest.

D. Stock Purchase Price. The value of each share of stock of the Corporation of this Article shall be determined by the stockholders at the end of each fiscal year of the Corporation. If the stockholders are unable to agree on a value within thirty days after the close of the fiscal year of the Corporation, then the value shall be fixed by arbitration. The stockholders as a class and the Corporation shall each appoint an arbitrator within sixty days after the close of the fiscal year of the Corporation if arbitration is required. If the arbitrators cannot agree upon a value within thirty days after their appointment, then upon request of either the stockholders as a class or the Corporation the matter shall be submitted to binding arbitration by an arbitrator appointed by the American Arbitration Association.

All values determined pursuant to this Article shall be endorsed at the annual stockholders meeting. The purchase price for the shares of stock of a deceased stockholder shall be the value last determined prior to the death of the stockholder. This value shall be binding upon the Corporation and the estate of the deceased stockholder.

#### ARTICLE VI.

##### PROVISIONS FOR REGULATION OF THE CORPORATIONS INTERNAL AFFAIRS

SECTION 1. Meetings Of Shareholders And Directors. Meetings of the shareholders and directors of the Corporation may be held within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

SECTION 2: Bylaws. The initial Bylaws of this Corporation shall be adopted by it's Board of Directors. The power to amend or repeal the Bylaws, or to adopt new Bylaws, shall be in the shareholders, but the affirmative vote of the holders of a simple majority of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provision for the regulation and management of this Corporation which are consistent with the Idaho Business Corporation Act and these Articles Of Incorporation.

SECTION 3. Contracts In Which Directors Have Interest. No contract or other transaction of this Corporation with

any person, firm or corporation or no contract or other transaction in which this Corporation is interested shall be invalidated or effected by (a) the fact that one or more of the directors of this Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transactions; and each person who may become a director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

SECTION 4. Compensation Of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which the compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

#### ARTICLE VII.

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this Corporation is 695 North 6th West, St. Anthony, Idaho 83445. The name of the initial registered agent of this Corporation at that address is Lynn David Spencer.

ARTICLE VIII.  
INFORMATION ON DIRECTORS

RECEIVED  
SEC. OF STATE

85 JUL 25 AM 8 53

The initial Board of Directors shall consist of two members. The names and addresses of those persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lynn David Spencer	3636 Samuel Street Idaho Falls, Idaho 83401
Denise Ward Spencer	3636 Samuel Street Idaho Falls, Idaho 83401

ARTICLE IX.  
INFORMATION ON INCORPORATORS

The names and addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lynn David Spencer	3636 Samuel Street Idaho Falls, Idaho 83401
Denise Ward Spencer	3636 Samuel Street Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, execute these Articles Of Incorporation and certify to the truth of the facts stated therein, this \_\_\_\_ day of \_\_\_\_\_, 1985.

  
LYNN DAVID SPENCER

  
DENISE WARD SPENCER



STATE OF IDAHO                    )  
COUNTY OF Bannock            ):SS

On this 23 day of May, 1985, before me, a Notary Public in and for the State of Idaho, personally appeared Lynn David Spencer and Denise Ward Spencer, 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)

Dasia Robinson  
NOTARY PUBLIC for Idaho  
Residing at Locatelle