



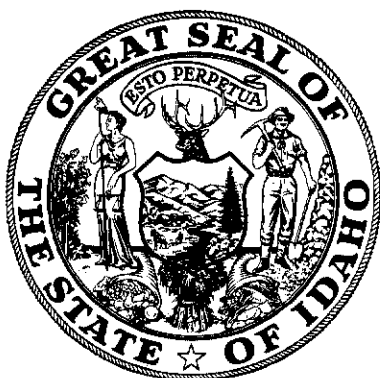
CERTIFICATE OF INCORPORATION
OF

MELODY RANCH, 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: April 6, 1987



SECRETARY OF STATE

by: 

ARTICLES OF INCORPORATION
FOR
MELODY RANCH, INC.

57 APR 6 23 9 31

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is MELODY RANCH, INC.

ARTICLE II.

Duration

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes and Powers

The purpose or purposes for which this corporation is organized are the transactions of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

Capital Stock

The total authorized capital stock of the corporation shall be \$50,000 divided into 50,000 shares with a par value of \$1.00 per share and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

ARTICLE V.

Preemptive Rights

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to 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 the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers or employees pursuant to an employment plan approved by the affirmative vote of the holders of 66 2/3% of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI.

Special Provisions For Regulation of Corporate Affairs

6.1 Code of By-Laws The initial code of by-laws of this corporation shall be adopted by the directors. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders, but the affirmative vote of the holders of 75% of the shares outstanding shall be necessary to exercise the power.

The by-laws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2 Amendment of Articles The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 75% of the total shares of the corporation.

6.3 Quorum In all cases where a quorum of shareholders is required by statute or by-law, the holders of 67% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

ARTICLE VII.

Initial Registered Office and Agent

The initial registered office of the corporation is 485 "E" Street, Idaho Falls, ID 83402. The name of the initial registered agent at that office is Gregory P. Meacham.

ARTICLE VIII.

Board of Directors

The initial board of directors shall consist of the following: three directors who shall serve as directors of the corporation until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

Kirk M. Bales, 12000 So. 850 East, Draper, UT 84020
Brian C. Johnson, P. O. Box 2501, Murray, UT 84107
Ralph Wright, 8110 South Cole, Boise, ID 83709

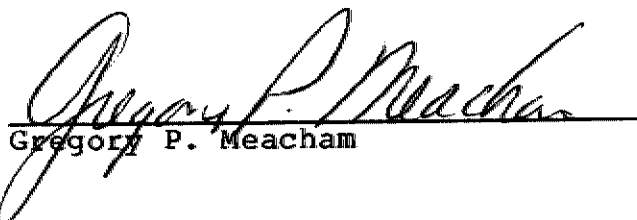
ARTICLE IX.

Incorporators

The name and address of the sole incorporator of the corporation is:

Gregory P. Meacham, 485 "E" Street, Idaho Falls, ID 83402

IN WITNESS WHEREOF said incorporator has set his hand
this 2 day of April, 1987.


Gregory P. Meacham

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 2 day of April, 1987, before me, _____
the undersigned, a Notary Public in
and for the State of Idaho, personally appeared Gregory P. Meacham
known to me to be the person whose name is subscribed to the fore-
going instrument and acknowledged to me that he executed the same
and the statements therein are true and correct.

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 the State of Idaho
Residing at Idaho Falls
My commission expires:

4837d