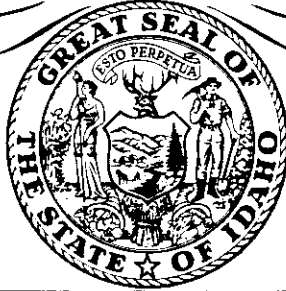


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

GOODING ENTERPRISES, INC.

was filed in the office of the Secretary of State on the **First** day of **April**, A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **127** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at **Gooding** in the County of **Gooding.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **1st** day of **April**, A.D., 19**64**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GOODING ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, each and all being natural persons of full age and citizens of the United States, have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

-1-

The purposes for which said corporation is formed are as follows:

(a) To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as lessee or lessor, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, business blocks, office buildings, manufacturing works and plants, and any other buildings of any kind and the products and avails thereof, and any and all other property of any and every kind and description, real, personal and mixed, wheresoever situate;

(b) To transact the business of investing on behalf of itself or otherwise, any part of its capital and any such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, disposing of the same, or any part thereof, or any interest therein;

(c) To make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to make, draw, accept, endorse, discount, execute and issue promissory notes and other negotiable or transferable instrument;

(d) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be

-1-

profitable to this corporation and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

-2-

The name of the Corporation shall be "Gooding Enterprises, Inc."

-3-

The term for which said corporation is to exist is perpetual;

-4-

The location and Post Office address of said Corporation is Gooding, Idaho;

-5-

The total amount of authorized capital stock is 250 shares of the par value of \$100.00 per share with an aggregate value of \$25,000.00.

-6-

All such stock shall be common and non-assessable and each and every share issued shall have the same rights and voting powers.

-7-

The business of this Corporation shall be managed by a board of at least three directors who need not be shareholders provided, however, that any greater number of directors may be provided for by the by-laws of said Corporation;

-8-

The names and addresses of the incorporators and a statement of the shares subscribed by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
James B. Muffley	Gooding, Idaho	1
Edna J. Muffley	Gooding, Idaho	1
Cecil D. Hobdey	Gooding, Idaho	1

These articles of incorporation may be amended in the manner prescribed by section 30-146, Idaho, Code, or may be amended without such a meeting being held as provided in said section if written consent to the amendment be given in writing by the owners and holders of at least 2/3 of the outstanding capital stock of the corporation and such written consent be officially filed with the Secretary of the Corporation. Such written consent must be in triplicate and in due course filed with the Secretary of State and processed as required by the provisions of Section 30-147, Idaho Code.

IN WITNESS WHEREOF we have hereunto set our hands this 24th day of March, 1964.

James B. Muffley
Edna J. Muffley
Cecil D. Hobdey

STATE OF IDAHO)
) ss.
County of Gooding)

On this 24 day of March, 1964 before the undersigned, a notary public in and for said county, personally appeared James B. Muffley, Edna J. Muffley and Cecil D. Hobdey 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 whereof I have hereunto set my hand and affixed my seal the day and year in this certificate first above written.

Myrtle Boyd
Notary Public for the State of Idaho.
My Comm. Expires July 26, 1967

SEAL)