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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

W.K. SMITH AND SONS 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: June 9, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Valerie Flint

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
W.K. SMITH AND SONS INC

92 JUN 9 AM 8 31

KNOW ALL PEOPLE BY THESE PRESENTS, that I, the undersigned, being a natural person of legal age and citizen of the United States of America and the State of Idaho, in order to form a corporation for the purposes hereinafter stated pursuant to the provisions of the Idaho Code, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be W. K. Smith and Sons Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The corporation shall have all powers conferred upon it by the laws of the State of Idaho as stated on the date of these articles together with any expansion of powers accorded by Idaho law as may be made from time to time provided that they are not in conflict with the purposes of the corporation.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is: Five thousand (5,000) non-assessable shares, each share with a par value of \$1.00. There shall be only one class of stock and no stock will be issued without a par value.

ARTICLE V

The location and address of the initial registered office of the corporation is 114 3rd Street, Suite C, McCall, Idaho, the name of its initial registered agent of that address is Randy McMahan.

ARTICLE VI

The conditions and regulations of membership and the rights and privileges of membership shall be determined and fixed by the By-Laws.

ARTICLE VII

The private property of the members shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

ARTICLE VIII

The transfer of shares in this corporation are restricted.

ARTICLE IX

The management of the corporation shall be vested in the Board of Directors.

ARTICLE X

The number of Directors of this corporation shall be not less than one nor more than such number as shall be set from time to time in the By-Laws of the corporation. The Directors' qualifications and terms of office, manner of election, time, place, and manner of calling meetings and other powers and duties of the Directors shall be prescribed by the By-Laws.

ARTICLE XI

The name and address of the person who shall serve as Director until the first annual meeting of the membership or until his successors are elected and qualified as follow:

NAME

ADDRESS

Vivian J. Smith

P.O. Box 65, Cascade, Idaho 83611

ARTICLE XII

The initial By-Laws of the corporation shall be adopted by the initial board of Directors. The power to alter, amend or repeal the by-laws or adopt new By-Laws, subject to repeal or change by action of the membership, is vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

Vivian J. Smith

P.O. Box 65, Cascade, Idaho 83611

IN WITNESS WHEREOF, I, Vivian J. Smith, being the incorporator herein above named, have hereunto set my hand as of this 19th day of May, 1992.

Vivian J. Smith
Vivian J. Smith

STATE OF IDAHO,)
) ss.
COUNTY OF VALLEY)

On this 19th day of May, 1992, before me a Notary Public for the State of Idaho, personally appeared Vivian J. Smith, known to me to be the person whose name is subscribed to the within instrument, and acknowledges to me that she executed the same.

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

Donna R. Petersen
Notary Public for Idaho
Resides at Cascade
Expires: 1/16/98