



CERTIFICATE OF INCORPORATION  
OF

SINCLAIR & COMPANY, 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: **October 6, 1986**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Miss J. Clark*

ARTICLES OF INCORPORATION  
OF  
SINCLAIR & COMPANY, INCORPORATED

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

FIRST: The name of the corporation is SINCLAIR & COMPANY, INCORPORATED.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 121 2nd Avenue East, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Virgil Tinker.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three (3), 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:

<u>NAME</u>	<u>ADDRESS</u>
Virgil Tinker	2125 Bitterroot Drive Twin Falls, Idaho 83301
Jack Mallowney	712 Rimview Drive Twin Falls, Idaho 83301
Alex Sinclair	Rural Route 3 Twin Falls, Idaho 83301

is: SEVENTH: The name and address of each incorporator

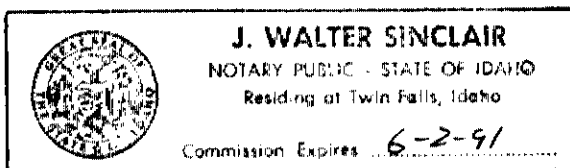
<u>NAME</u>	<u>ADDRESS</u>
Virgil Tinker	2125 Bitterroot Drive Twin Falls, Idaho 83301
Jack Mallowney	712 Rimview Drive Twin Falls, Idaho 83301
Alex Sinclair	Rural Route 3 Twin Falls, Idaho 83301

DATED this 3rd day of October, 1986.

*Virgil Tinker*  
*Jack Mallowney*  
*Alex Sinclair*  
Incorporators

STATE OF IDAHO )  
County of Twin Falls ) ss.

I, J. Walter Sinclair, a Notary Public, do hereby certify that on this 3rd day of October, 1986, personally appeared before me, VIRGIL TINKER, JACK MULLOWNEY and ALEX SINCLAIR, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



*J. Walter Sinclair*  
NOTARY PUBLIC  
Residing at: Twin Falls, Idaho  
My Commission Expires: 6-2-91

October 3rd, 1986

Sinclair & Company, Incorporated  
121 Second Avenue East  
Twin Falls, Idaho 83301

RE: Corporate Name

Dear Sirs:

This letter is to confirm my company's consent to the use of your name as an Idaho corporation as required under Idaho Code Section 30-1-8. We appreciate your use of the "&" and your spelling out of the word "incorporated" so as to distinguish your company from ours.

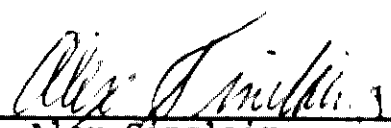
We are at this time filing an Amendment to our Articles of Incorporation changing our name to Sinclair, Inc. which should eliminate any confusion.

You may certainly use this letter for filing our consent to your name with the Secretary of State.

Very truly yours,

SINCLAIR AND COMPANY, INC.

By

  
Alex Sinclair  
President

AS/tml