



CERTIFICATE OF INCORPORATION
OF

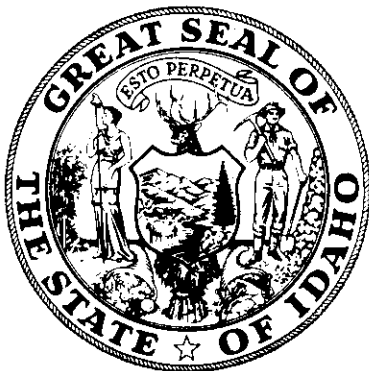
D & D STAUFFER, INC.

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 D & D STAUFFER, INC.

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 5, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

CORPORATE CHARTER

The name of this corporation is:

94 OCT 5 PM 4 15
D & D STAUFFER, INC.

- I. ~~OPERATION~~ ~~SEE STATE OF~~ The period of its duration is perpetual.
- II. ~~PURPOSE~~ ~~SEE STATE~~ Its purpose is to engage in all business not forbidden by law including business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase lease, mortgage, dispose of and convey real and personal property in or situated out of this state, and particularly to engage in ownership and operation of real estate ventures of all kinds.
- III. REGISTERED OFFICE: The location and post office address of its registered office in this state is:
ROB STAUFFER P.O.BOX 44 ARCO, IDAHO 83244
- IV. CAPITAL STOCK: The Corporation shall have the authority to issue 25,000 shares of a single class of common stock. Each share shall have a par value of \$1.00, and the total par value for all the shares shall be \$25,000.00.
- V. RESTRICTION ON TRANSFERABILITY OF STOCK: The holders of the stock of this Corporation shall be entitled to sell their shares of stock on the open market subject to the following conditions:
- FIRST: Before the stock is offered for sale on the open market, the stock must first be offered to the Corporation at a price not exceeding the fair value of the stock;
- SECOND: If the Corporation does not purchase the stock so offered, the stock must be offered to the remaining shareholders at a price not exceeding the fair value of the stock;
- THIRD: The Corporation has the right to redeem the stock of a deceased shareholder at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died;
- FOURTH: If the Corporation does not redeem the stock of a deceased shareholder, the remaining shareholders shall have the right to purchase the stock at a price not exceeding the fair value of the stock at the end of the month preceding the month in which the shareholder died.

CORPORATION DIRECTORS AND OFFICERS: Every director and officer of this Corporation shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matters out of which the liability arises.

LIMITED LIABILITY: The private property of the shareholders shall not be subject to the payment of any debts of this Corporation.

SHARES NONASSESSABLE: The shares of this Corporation shall not be subject to assessment for the purpose of paying expenses, conducting the business or paying the debts of this Corporation.

AMENDING BYLAWS: The Board of Directors of this Corporation is authorized to make, amend and repeal the bylaws of this Corporation except those sections of the bylaws specifically designated by the shareholders as not to be amended or repealed by the Board of Directors.

INCORPORATORS: The names and addresses of the incorporators and the number of shares subscribed for by each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES SUBSCRIBED</u>
Rick Stauffer	P.O.Box 44, Arco, Idaho 83244	one
Rob Stauffer	P.O.Box 44, Arco, Idaho 83244	one
Pennie Atauffer	P.O.Box 44, Arco, Idaho 83244	one

We are the incorporators of this Corporation. Each of us is 18 years old or older. The facts stated in these articles of incorporation are true. We each agree to take the number of shares of stock set opposite our names.

BOARD OF DIRECTORS: The governing Board shall consist of not less than three nor more than nine Directors and the exact numbers shall be set by the bylaw of the Corporation, provided that the number so set may be increased or decreased from time to time. The first Board of Directors shall consist of the three members who also constitute the incorporators of the Corporation.

Rick Stauffer
Rob Stauffer
Pennie Stauffer