

CERTIFICATE OF INCORPORATION

I, ~~JAMES ROBERTSON~~, 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

ROYAL D. CLARK AND SONS, INC.

was filed in the office of the Secretary of State on the **thirteenth** day
of **January,** A.D. One Thousand Nine Hundred **Fifty-Nine** and
duly recorded on Film No. **105** 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 **Montpelier,** in the County of **Bear Lake.**

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 **thirteenth** day of **January**,
A.D., 19 **59**.

Secretary of State.

Domestic

ARTICLES OF INCORPORATION
OF
ROYAL D. CLARK AND SONS, INC.
A CORPORATION

We, whose names are hereunto subscribed, all of whom are bona fide residents of the State of Idaho and citizens of the United States of America, and of legal age, do, under and pursuant to the general corporation laws of the State of Idaho, associate ourselves together for the purpose of becoming a body corporate, and do now and hereby execute these presents as the ARTICLES OF INCORPORATION of ROYAL D. CLARK AND SONS, INC., a corporation.

ARTICLE I

The name of this corporation shall be:

ROYAL D. CLARK AND SONS, INC.,
A Corporation.

ARTICLE II

The purposes for which this corporation is formed are:

- a. To purchase, own, sell and convey, rent, lease, or otherwise deal in, real estate; to make and purchase materials for the construction of buildings of all types; to own, manage, operate, lease and sell buildings.
- b. To engage generally in the motel business, and related businesses, including hotels, apartments, and dwelling houses: to plan, design and construct buildings for motel or other purposes, and to buy, sell, and acquire the same; to operate, conduct and carry on the motel business and all additional things necessary or desirable to accomplish such purposes; to conduct and carry on the business of providing meals and food for the general public, and to buy, sell, and do any and all other things necessary or desirable in connection with the operation of a motel or hotel business, or the renting, buying, selling, or handling of apartment houses and dwellings, or commercial buildings for any and all purposes; to undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators, including the operation of service stations, and generally to institute, enter into, assist, promote, and participate in any such business operation: to operate and conduct a service station business in Idaho and elsewhere, and for that purpose to buy, sell and otherwise deal in automotive fuels and supplies/and/or other kinds of merchandise that may be dealt with in connection with a service station business.

- c. To manufacture, purchase, or otherwise acquire, or mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in, and deal with, goods, wares and merchandise, and real and personal property of every class and description; to engage in any commission, industry, oil, livestock, agricultural or mining enterprise, calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho and of the United States.
- d. To engage in buying, sell^{ing} and improving lands and tenements, the loaning of money, for itself and as agent for others, upon mortgages and other security, and the purchasing and selling of lands, and of any obligations secured by real or personal property; to buy, sell, exchange and generally deal in real property, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, taking mortgages and assignments of mortgages upon the same; to purchase, acquire, own, hold, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description, including stock in other corporations, in any state, district, or territory, subject to the laws of such; to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situate out of this state.
- e. To purchase or otherwise acquire and to own, pledge, sell, exchange and otherwise dispose of and deal in and with shares of the capital stock, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
- f. To enter into and make and perform contracts of every kind and description with any other party.
- g. To have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the General Corporation Law of such State.
- h. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

- i. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, and to promote the objects for which said corporation shall be formed, to borrow money, and to give such security therefor as may be directed by the Board of Directors.

ARTICLE III

The principal place of business of said corporation shall be in Montpelier, Bear Lake County, State of Idaho.

ARTICLE IV

The duration of this corporation shall be perpetual.

ARTICLE V

The corporate power and business shall be exercised, controlled and conducted by a board of three (3) directors.

ARTICLE VI

The amount of the authorized capital stock shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into one thousand shares of the par value of \$100.00 per share.

ARTICLE VII

No distinction shall exist between the shares of stock of this corporation or the holders thereof. The holders of the shares of stock of this corporation shall be entitled to one vote per share of stock.

ARTICLE VIII

The amount of capital stock actually subscribed, by whom subscribed, the addresses of such subscribers, and the par value, are as follows:

NAME	ADDRESS	NUMBER OF SHARES	PAR VALUE
Royal D. Clark	122 S. Fourth Montpelier, Idaho	1	\$100.00
Ross M. Clark	122 S. Fourth Montpelier, Idaho	1	\$100.00
G. M. Clark	307 Spaulding Bldg. Pocatello, Idaho	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
10th day of January, 1959.

Royal D. Clark
Ross M. Clark
G. M. Clark

STATE OF IDAHO)
COUNTY OF Bannock) SS.

On this 10th day of January, 1959, before me, the undersigned,
a Notary Public in and for said County and State, personally appeared
Royal D. Clark, Ross M. Clark, and G.M. Clark, known to me to be the
persons whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

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)

Edwin Anderson
Notary Public for Idaho
Residing at Porter, Idaho