

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

B. H. & E. COMPANY, INC.

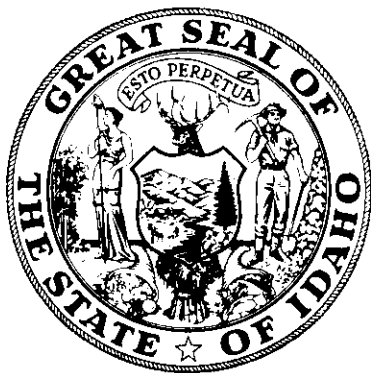
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

B. H. & E. COMPANY, 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: **September 6, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Willy J. Clark*

SEP 6 8 35 AM '84

ARTICLES OF INCORPORATION

OF

B. H. & E. COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we hereby certify in writing:

ARTICLE I
NAME

The name of the corporation shall be B. H. & E. Company, Inc.

ARTICLE II
PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE III
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 236 Shoshone Street West, Twin Falls, Idaho 83301. The post office address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall be P.O. Box 1866, Twin Falls, Idaho 83303-1866. Ernest J. Wills, Jr. shall be the registered agent at the address set forth above.

ARTICLE V
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00.

ARTICLE VI
INCORPORATORS

Following are the names and post office addresses of the incorporators:

<u>NAME OF INCORPORATORS</u>	<u>POST OFFICE ADDRESS</u>
Robert C. Wills	1609 Falls Avenue East Twin Falls, ID 83301
Henry L. Wills	766 Newport Twin Falls, ID 83301
Ernest J. Wills, Jr.	Route No. 4, Canyon Rim Road Twin Falls, ID 83301


ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

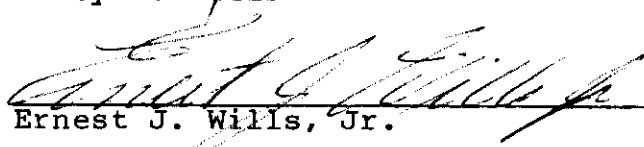
ARTICLE VIII
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its 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 shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands
this 31st day of August, 1984.


Robert C. Wills

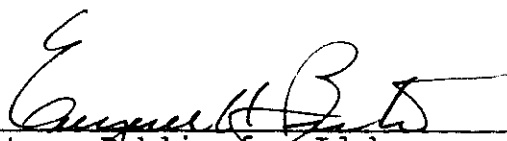

Henry L. Wills


Ernest J. Wills, Jr.

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 31st day of August, 1984, before me, the undersigned, a notary public in and for said county and state, personally appeared Robert C. Wills, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


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


Notary Public for Idaho
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 31st day of August, 1984, before me, the undersigned, a notary public in and for said county and state, personally appeared Henry L. Wills, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Twin Falls, Idaho

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 31st day of August, 1984, before me, the undersigned, a notary public in and for said county and state, personally appeared Ernest J. Wills, Jr., known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Twin Falls, Idaho