



CERTIFICATE OF INCORPORATION
OF

GARDNER ENTERPRISES, 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: March 1, 1939



Pete T. Cenarrusa
SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

1. NAME. The name of the Corporation is GARDNER ENTERPRISES, INC.
2. DURATION. The period of duration is perpetual.
3. PURPOSE. The purpose or purposes for which this corporation is organized to hold and manage real estate and all other business not forbidden by law.
4. STOCK. The aggregate number of shares in which the corporation shall have authority to issue is 100,000.00, all of one class, i.e. common, having a \$1.00 par value.
5. PRE-EMPTIVE RIGHTS DENIED. No holder of any shares of the corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.
6. REGULATORY PROVISIONS. Provisions for the regulation of the internal affairs of the corporation are: no sale of shares shall be made by any shareholder to any person who is not a shareholder of the corporation, except as follows:
 - A. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the corporation, he shall first submit to the shareholders of the corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefore.
 - B. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares shall be sold to the shareholders of the corporation in such proportionate amounts as their respective shareholdings bear to all of the shares held by the shareholders of the corporation.
 - C. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same and in the same proportion as above set forth.
 - D. No shares shall be sold to any person other than the shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.
 - E. Notice in writing to the shareholders of the corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at such time, satisfactory evidence shall be furnished to the shareholders as to the

price hereinabove set forth. The shareholders shall have thirty (30) days after the receipt of such notice within which to elect, in writing, to purchase such shares or to decline to do so.

7. REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 611 S. Fisher Ave., Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is Chris L. Gardner.

8. DIRECTORS.

A. The business of the corporation shall be managed by its Board of Directors, each of whom shall be at least twenty-one years of age. The number of Directors constituting the entire Board shall not be less than three (3); and subject to such minimum may be increased or decreased from time to time by an amendment of the by-laws in a manner not prohibited by law. Until so changed, the number shall be three (3).

B. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bonnie W. Gardner	633 S. Fisher Ave. Blackfoot, Idaho 83221
Chris L. Gardner	611 S. Fisher Ave. Blackfoot, Idaho 83221
Layne S. Gardner	595 S. Fisher Ave. Blackfoot, Idaho 83221

9. INCORPORATOR. The incorporator is a person over the age of twenty-one years whose name and address is Chris L. Gardner, 611 S. Fisher Ave., Blackfoot, Idaho 83221.

10. LIMITED LIABILITY. The directors of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except:

- For any breach of the director's duty of loyalty to the corporation or its stockholders;
- For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- For any transaction from which the director derived an improper personal benefit; or
- For acts provided for in Idaho Code Section 30-1-48.

DATED this 19th day of February, 1989.


CHRIS L. GARDNER