



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

COLEMAN & POWELL, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **January** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **126** 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 **Twin Falls** in the County of **Twin Falls.**

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 **17th** day of **January**, A.D., 19**64**.

Secretary of State.

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(4) In the purchase or acquisition of property, business rights, or franchises or for any other object in or about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

(5) To purchase its own stock for the following purposes: to reorganize its capital structure; to enter such stock on its books as treasury stock; to reissue such stock; to redeem such stock, and to deal and trade in such stock.

(6) To act as surety or guarantor in any and all types of engagements including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership, or corporation; and including also the power to act as accommodation co-maker or guarantor of obligations either as primary or secondary obligor.

(7) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with general farming and livestock business.

The several subdivisions contained in this statement of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this type of corporation by the laws of the State of Idaho, all of which are hereby expressly claimed.

III.

The term for which said corporation shall exist is perpetual.

IV.

That the registered office of said corporation in the State of Idaho shall be located in Twin Falls, in the County of Twin Falls, State of Idaho, and that the post office address of the registered office of said corporation in the State of Idaho is Twin Falls, Idaho.

V.

That the amount of capital stock of said corporation shall be Twenty-

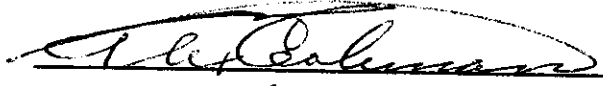


1 Five Thousand Dollars (\$25,000.00) divided into Two Hundred Fifty (250)
2 shares of a par value of One Hundred Dollars (\$100.00) each, and that the
3 total authorized number of shares shall be 250.

4 VI.

5 That the amount of capital stock of said corporation which has been
6 actually subscribed is Three (3) shares, and the following are the names and
7 post office addresses of each of the incorporators and the number of shares
8 subscribed by each:

9 <u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>
10 Alex O. Coleman	Jerome, Idaho, 517-2nd Ave. E.	One (1)
11 Gerald Powell	Jerome, Idaho, Route #4.	One (1)
12 John R. Coleman	Twin Falls, Idaho, Box 1161.	One (1)

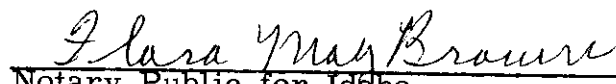
13 IN WITNESS WHEREOF, We have hereunto set our hands this 30th
14 day of December, 1963.

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19 STATE OF IDAHO)
20) ss.
21 County of Twin Falls)

22 On this 30th day of December, 1963, before me, the undersigned, a
23 Notary Public in and for said County and State, personally appeared ALEX
24 O. COLEMAN, GERALD POWELL, and JOHN R. COLEMAN, known to me to
25 be the persons whose names are subscribed to the within instrument, and
26 acknowledged to me that they executed the same.

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

29 
30 Notary Public for Idaho
31 Residing at Twin Falls, Idaho
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