

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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

WESTERN RESOURCES, INC.

was filed in the office of the Secretary of State on the 20th day of December A.D., One Thousand Nine Hundred Seventy-six and will be duly recorded on Film No. 100010 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 Sun Valley in the County of Blaine

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 20th day of December, A.D., 1976.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
WESTERN RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, ROY LEVENTHAL, PHYLLIS LEVENTHAL and STEPHANIE BOURGETTE, all of whom are citizens of the United States of America and of legal age, do hereby associate ourselves together for the purpose of incorporation and hereby incorporate under and conformable to the laws of the State of Idaho, and do hereby make, execute, adopt, publish and certify the following Articles of Incorporation:

ARTICLE I.

The name of this corporation shall be:

WESTERN RESOURCES, INC.

ARTICLE II.

The purposes for which this corporation is formed are as follows:

(a) To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporation, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(b) To engage in any lawful activity for which corporations may be organized under the general corporation law of the State of Idaho.

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The amount of capital stock of this corporation shall be and is fifty (50) shares of no par value stock which shall be the only class of stock issued. The shares of stock shall all be common and such shares shall be non-assessable and shall have equal voting rights and powers. Said capital stock shall be paid in at such times and upon such conditions as the Board of Directors may by resolution direct, either in cash or by services rendered to the corporation, or by real and/or personal property transferred to it. Shares of stock when issued in exchange for services or property pursuant to resolution of the Board of Directors, shall thereupon become and shall be fully paid up the same as though paid for in cash, and shall be non-assessable forever, and the determination by the Board of Directors as to the value of any property, or services received by the corporation in exchange for stock, shall be conclusive.

ARTICLE V.

The location and post office address of this corporation and its principal place of business shall be:

P. O. Box 984, Sun Valley, Idaho, 83353

ARTICLE VI.

The incorporators and their addresses are as follows:

NAME	ADDRESS	NUMBER OF SHARES
ROY LEVENTHAL	P. O. Box 984 Sun Valley, ID 83353	1
PHYLLIS LEVENTHAL	P. O. Box 984 Sun Valley, ID 83353	1
STEPHANIE BOURGETTE	P. O. Box 1424 Ketchum, ID 83340	1

ARTICLE VII.

At all meetings of stockholders of this corporation every stockholder of record shall be entitled to one (1) vote for each share of stock standing in his or her name on the books of this corporation.

IN WITNESS WHEREOF, the said incorporators have caused these Articles to be executed in triplicate and have signed and sealed the same and each of them has hereunto set his hand and seal, this 16th day of December, 1976.



ROY LEVENTHAL



PHYLLIS LEVENTHAL




STEPHANIE BOURGETTE

ACKNOWLEDGEMENT

STATE OF IDAHO)
)
County of Blaine) ss.

On this *16th* day of December, 1976, before me,
a Notary Public in and for said State, personally appeared
ROY LEVENTHAL, PHYLLIS LEVENTHAL and STEPHANIE BOURGETTE
known 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.



NOTARY PUBLIC for Idaho
Residing at *Ketchum, ID.*
Commission expires *1/31/78*