



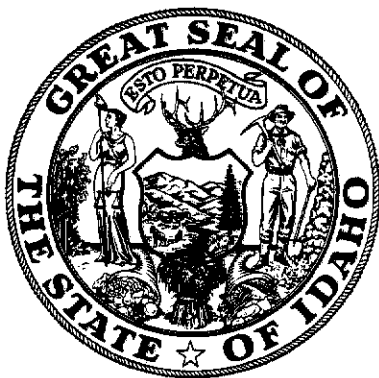
**CERTIFICATE OF INCORPORATION
OF**

ASSOCIATED MANAGEMENT, 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: April 27, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Scilla M. Hawley*

ARTICLES OF INCORPORATION
OF
ASSOCIATED MANAGEMENT, INC.

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code 30-1-1 et. seq.;

ARTICLE I.

Name

The name of this corporation is Associated Management, Inc.

ARTICLE II.

Duration

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

ARTICLE III.

Purposes

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Corporation Law of Idaho."

ARTICLE IV.

Registered Office

The registered office of said corporation in the State of Idaho shall be located in Jerome, in the County of Jerome, the post office address of the registered office of said corporation in the State of Idaho, County of Jerome, shall be 302 South 700 East, Jerome, Idaho 83338, Elaine Martin shall be the registered agent at the address set forth above.

ARTICLE V.

Corporate Stock

The total authorized capital stock of this corporation shall be \$100,000.00 divided into 100,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI.

Incorporators

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

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Elaine Martin	302 So. 700 Ea. Jerome, ID 83338
Terry G. Martin	302 So. 700 Ea. Jerome, ID 83338
Torrance J. Martin	302 So. 700 Ea. Jerome, ID 83338
Justin G. Martin	302 So. 700 Ea. Jerome, ID 83338

ARTICLE VII.

Indemnification

According to Idaho Code 30-1-5 through 30-1-54(2) the corporation can use its capital to protect directors from suits.

ARTICLE VII.

Management

A. 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) shareholders, the number of directors may be less than three (3) but not less than the number of shareholders. Directors need not be . A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

b. The Incorporators listed in Article VI. above shall serve as directors until the first annual meeting of or until their successors are elected and qualify.

ARTICLE IX.

By-Laws

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the Directors and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, we have hereunto set our hands this
15 day of March, 1988.

Elaine Martin
Elaine Martin

Terry G. Martin
Terry G. Martin

Torrance J. Martin
Torrance J. Martin

Justin G. Martin
Justin G. Martin

STATE OF IDAHO)
) ss.
County of Jerome)

On this _____ day of March, 1988, before me, the
undersigned, a Notary Public in and for said County and State,
personally appeared Elaine Martin, Terry G. Martin, Torrance J.
Martin, and Justin G. Martin, 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 same day and year in this certifi-
cate first above written.

Beverly Stander
NOTARY PUBLIC FOR IDAHO
Residing at Jerome, Idaho
my com Ex 6-1-88