

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

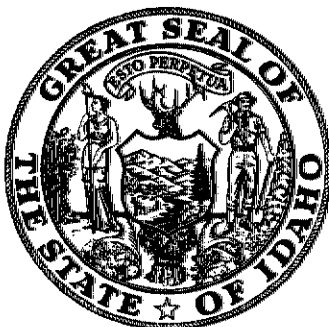
HEART OF IDAHO, INC.

File number C 110793

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: May 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. Smith*

ARTICLES OF INCORPORATION

OF

HEART OF IDAHO, INC.

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IDAHO SECRETARY OF STATE
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KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, acknowledge, certify and file this certificate and Articles of Incorporation for the purpose as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: Heart of Idaho, Inc.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1 To manufacture and sell, trade, or exchange merchandise of all kinds and descriptions.

Section 2 To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 3. To draw, make, accept, endorse, buy, sell, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, drafts, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, stocks, bonds, securities, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 4. To purchase, lease or lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property or fixtures, stock in this

and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 5. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 6. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 97 W. Pacific, Blackfoot, Idaho 83221, the corporation may also maintain offices at such other place or places in the State of Idaho, the United States and foreign countries as the Board of Directors may from time to time decide.

Section 2. The operation and business of this corporation shall be carried out in the City of Blackfoot, County of Bingham, State of Idaho, and in such other counties in the State of Idaho, other states of the United States, and foreign countries as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Von Herbst, and the address for the said agent is 97 W. Pacific, Blackfoot, Idaho 83221.

ARTICLE V.

CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be 50,000 shares of common capital stock with a par value of ten-dollars (\$10.00) per share..

ARTICLE VI.

MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The Directors shall be elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be not less than four (4) who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified. The names and addresses of the initial board of directors are as follows:

Von Herbst
2254 Hepworth Lane
Blackfoot, ID 83221

Barbara Herbst
2254 Hepworth Lane
Blackfoot, ID 83221

James F. Chadband
11150 S. Greenbrier Dr.
Idaho Falls, ID 83401

Cindy Jo Popejoy
492 West 200 North
Blackfoot, ID 83221

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or

officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE VII.

INCORPORATORS

The name and address of each of the incorporators are as follows:

Von Herbst
2254 Hepworth Lane
Blackfoot, ID 83221

Barbara Herbst
2254 Hepworth Lane
Blackfoot, ID 83221

James F. Chadband
11150 S. Greenbrier Dr.
Idaho Falls, ID 83401

Cindy Jo Popejoy
492 West 200 North
Blackfoot, ID 83221

All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

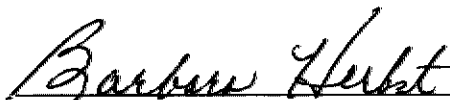
AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 7th day of May, 1995.



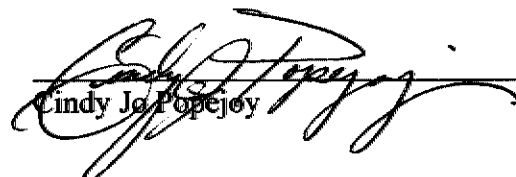
Von Herbst



Barbara Herbst



James F. Chadband

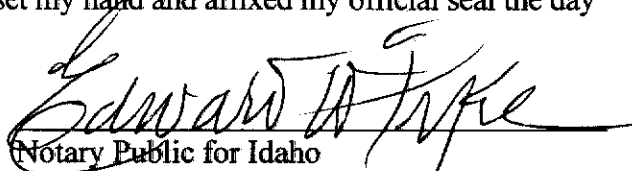


Cindy Jo Popejoy

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 26 day of May, 1995 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared VON HERBST, BARBARA HERBST, JAMES F. CHADBAND and CINDY JO POPEJOY, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation 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 first above written.


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 5/6/98

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