

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

K & G INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **K & G INC.**

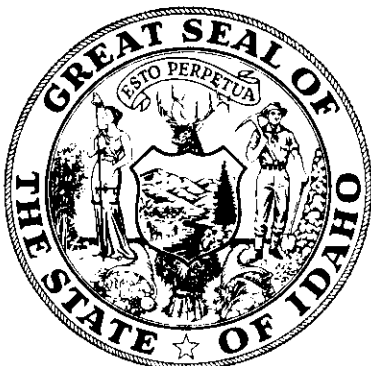
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **K & G INC.**

to transact business in this State under the name K & G INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **December 21, 1983**



Robt. C. Cavanaugh

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is K & G Inc.
2. The name which it shall use in Idaho is K & G Inc.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of the State of Utah
4. The date of its incorporation is August 5, 1974 and the period of its incorporation is indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is Marlow B. Yost 1281 Moyle Dr. Alpine, Utah 84203
6. The address to which correspondence should be addressed, if different from that in item 5.
K & G Inc. Rt. 3 Box 3174 Burley, Idaho 83318
7. The street address of its proposed registered office in Idaho is Rt. 3 Box 3174
Burley, Idaho 83318, and the name of its proposed registered agent in Idaho at that address is Kenneth C. Yost
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Farming

9. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|------------------------|-----------------------|---|
| <u>Kenneth C. Yost</u> | <u>President</u> | <u>Rt. 3 Box 3174 Burley, Idaho 83318</u> |
| <u>Guenna K. Yost</u> | <u>Secretary</u> | <u>Rt. 3 Box 3174 Burley, Idaho 83318</u> |
| <u>Merlin K. Yost</u> | <u>Vice-President</u> | <u>Rt. 3 Box 3173 Burley, Idaho 83318</u> |
| <u>Kendal C. Yost</u> | <u>Director</u> | <u>P.O. Box 187 Ferron, Utah 84523</u> |

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|-------|--|
| 50,000 | | Par Value of \$1.00 per share |

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are without Par Value |
|------------------|-------|--|
| 50,000 | | Par value of \$1.00 per share |

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: Dec. 17, 1983

By Kenneth C. Yost President
Its President/Vice President (please specify)

and Guenna K. Yost Sec.
Its Secretary/Assistant Secretary (please specify)

STATE OF Idaho)
COUNTY OF Carson)ss

I, Stephen A. Bywater, a notary public, do hereby certify that on this 17th day of December, 19 83, personally appeared before me

Kenneth C. Yost, who being by me first duly sworn, declared that he is the President of K&G Incorporated & Guenna K. Yost who declared that she is the Secretary of K&G Incorporated, and

that he signed the foregoing document as president & secretary of the corporation and that the statements therein contained are true.

Stephen A. Bywater
Notary Public



Office of Lieutenant Governor

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of K & G INC., a Utah corporation filed with this office on August 5, 1974.

AS APPEARS OF RECORD IN MY OFFICE.

File #63357

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal
of the State of Utah at Salt Lake City, this
12th day of
December A.D. 19 83.

David S. Monson

LIEUTENANT GOVERNOR

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OFFICE OF
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

K & G INC.

We, the undersigned, natural persons of the age of 21 years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of this Corporation shall be: K & G Inc.

ARTICLE II

The period of duration of the Corporation shall be until any shareholder desires to dissolve the corporation following the death of the survivor of Kenneth C. Yost (one of the original incorporators) and his wife, Guenna K. Yost, and when the corporation is dissolved the assets of the corporation will be distributed to each stockholder of the corporation in the same representative proportion as the stock owned by each shareholder in comparison to the total number of outstanding shares of stock.

ARTICLE III

That the pursuit and business of this Corporation shall be as follows:

(a) To carry on and conduct a business or businesses, and to buy, own, sell, develop, and exchange real estate and personal property, in its own behalf and in behalf of others.

(b) To borrow money and to execute notes and obligations and security contracts therefor, and to lend any of the moneys or funds of the corporation and to take evidences of indebtedness therefor, and also to negotiate loans.

(c) To guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by or

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any other contract or obligation of any corporation whenever proper or necessary for the business of the corporation in the judgment of a majority of its directors.

(d) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers therein named, or which shall at any time appear conclusive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property, or otherwise; with all the powers now or hereafter conferred by laws under which this corporation is organized.

(e) The foregoing clauses shall be construed as independent objects, purposes and powers, and each of the objects, purposes and powers herein mentioned shall be in furtherance, but not in limitation, of the others and shall, except where otherwise expressly set forth, be in no wise limited or restricted by reference to other inference from the terms of any other clause.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 50,000 of the par value of \$1.00 per share.

ARTICLE V

The Corporation will not commence business until consideration of the value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VI

The shareholders of this Corporation shall have the preemptive right to acquire additional shares of the Corporation except that the shareholders, by majority vote, shall have the right at any stockholders meeting, special or annual, to suspend this right and to grant to the Board of Directors the unqualified right to sell all of the unissued shares of the Corporation until such time as the shareholders, by majority vote, at a special or annual meeting, shall withdraw the right from the Board of Directors.

ARTICLE VII

The Post Office address of the Corporation's initial registered office is 452 East 1200 South Bountiful, Utah and the name of its initial registered agent at such address is Marlow R. Yost 84010 JNH

ARTICLE VIII

That the number of Directors of this Corporation, their qualifications, terms of office, and the time and manner of their election, removal and resignation shall be as follows:

The number of directors shall not be less than three (3) the exact number to be determined in the manner prescribed by the By-Laws, except there shall be three (3) such directors from the date hereof and until otherwise prescribed by the By-Laws.

Directors shall be elected at the annual meeting of the stockholders of this Corporation and shall serve for one year and until their successors shall have been duly elected and qualified.

A director may be removed from office or resign and the vacancy thus created filled, all in the manner prescribed in the By-Laws, or if there be no such provision, as otherwise provided by law.

A majority of the entire number of directors, but not less than two, shall be necessary to form a quorum, of the Board of Directors, authorized to transact the business and exercise the corporate powers of the corporation.

That the number and kind of officers of this Corporation, their qualifications and terms of office, and the time and manner of their election or appointment, removal and resignation shall be as follows:

Such officers shall consist of: a President, a Vice-President, and a Secretary-Treasurer.

Such Officers shall be elected annually by the Board of Directors and shall serve for one year and until their successors shall have been duly elected and qualified. The President, Vice-President, and the Secretary-Treasurer shall be members of the Board of Directors.

Any officer may be removed by vote of a majority of the Board of Directors or in such other manner as may be prescribed in the By-Laws.

That the following named persons, parties hereto, shall be the directors and officers of this corporation from the date hereof and until their successors shall have been duly elected and qualified:

| | |
|-----------------|----------------------------------|
| Kenneth C. Yost | President and Director |
| S. H. Hibbert | Vice-President and Director |
| Guenna K. Yost | Secretary-Treasurer and Director |

ARTICLE IX

That the amount of stock each party hereto has subscribed and paid in full therefor is as follows:

| | |
|-----------------|---------|
| Kenneth C. Yost | 1 Share |
| S. H. Hibbert | 1 Share |
| Guenna K. Yost | 1 Share |

ARTICLE X

The name and address of each incorporator and initial director is:

| | | |
|-----------------|---------------------------------|-------|
| Kenneth C. Yost | Rte. 3 Box 114, Burley, Idaho | 83318 |
| S. H. Hibbert | 1075 E. Center, Bountiful, Utah | 84010 |
| Guenna K. Yost | Rte. 3 Box 114, Burley, Idaho | 83318 |

ARTICLE XI

That the private property of the stockholders of this Corporation shall not be liable for the debts or obligations of this Corporation.

ARTICLE XII

That the Board of Directors of this Corporation shall have full power without the consent of the stockholders of this Corporation, to buy, receive, use, sell, mortgage, lease or bond, or otherwise dispose of, any or all of the property of this Corporation, both real and personal.

IN WITNESS WHEREOF, the parties, incorporators hereof, have hereunto subscribed their names this 26 day of July, 1974.

Kenneth C. Yost
Kenneth C. Yost

S. H. Hibbert
S. H. Hibbert

Guenna K. Yost
Guenna K. Yost

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 26 day of July, 1974, personally appeared before me Kenneth C. Yost, S. H. Hibbert and Guenna K. Yost, who being by me first duly sworn did declare that they are the persons who signed the foregoing documents as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of July, 1974.

My Commission expires:

August 21 - 1977

Don J. Emmett
Notary Public
3946 Alpallo Drive
Salt Lake City, Utah
Residing at