



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

HANZELS, INC.

was filed in the office of the Secretary of State on the **Fifteenth** day
of **October,** A.D. One Thousand Nine Hundred **Sixty-four** and
duly recorded on Film No. **130** 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

Rupert

in the County of

Minidoka.

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 **15th** day of **October**,
A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

HANZELS, INC.

The undersigned, being natural citizens of the age of twenty-one years or more, citizens of the United States and all of whom are residents of the State of Idaho, acting as incorporators of a corporation hereinafter referred to as the "Corporation", under the provisions of the Idaho General Business Corporation Act, hereinafter referred to as the "Act", adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is HANZELS, INC.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes: The purposes for which the Corporation is organized are as follows:

(a) To own, hold, develop, maintain, operate, lease, sell, exchange, convey, and to otherwise acquire, dispose of or deal with, or in, property of every nature and description, both real and personal, and whether situated in the United States or any foreign country;

(b) To buy, own, lease, hire, construct, erect, equip, repair, improve, tear down, or sell, houses or buildings, and to make, enter into, and perform contracts for the construction, alteration, maintaining, furnishing, improving, tearing down, moving, or fitting up of such buildings;

(c) To acquire farm properties and other real estate by purchase, lease or otherwise, to improve and develop the same and thereupon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruits, flowers, and every kind of farm produce and products of the soil; to exhibit, breed, raise, buy, pasture, prepare for market, sell and deal in livestock of all kinds; to acquire and maintain elevators, warehouses, shops and stores, and all other conveniences and equipment suitable for the vending of its products; in general, to conduct, in all their several departments and branches of the business of farmers, dairymen, stock-raisers and gardeners, and to do everything incidental to or conducive to the full accomplishment of the foregoing.

(d) To acquire by purchase, lease or otherwise, lands of any and every description and other interests therein; to improve and hold lands for investment purposes; to construct improvements upon lands owned by the corporation, or held under leasehold or otherwise, to deal in lands, buying and selling real estate of any description; to deal in leasehold estates and other estates in land less than the fee thereof; to sublet real property of every kind and character and to relet and underlet any and all such real property; to engage in the business of subdividing lands and to hire, buy, sell and deal in any and all classes of real estate and improvements thereon and interest therein; to act as agent or broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description; to borrow money and incur indebtedness with or without security; to sell or exchange the capital stock of the corporation hereby created or any part thereof; to acquire the capital stock of other corporations or any other property rights or franchises, and generally to engage in the business of financing any lawful enterprise in any lawful way.

(e) To construct and maintain buildings and lands to be used for hotels, motels, lodges, businesses, store-rooms, garages, stables and all kinds of houses, edifices or buildings whether public or private, and to construct all roadways or other conveniences or necessities which may be used in connection therewith and to acquire by purchase, lease or otherwise, all such real estate and personal property as may be necessary for such purposes or objects and to do all things necessary and incident thereto.

(f) To conduct and carry on a general contracting and construction business within and without the State of Idaho, and to enter into contracts with persons, firms,

associations and corporations for the construction of buildings, public and private, roads and highways, bridges and structures of any kind or character whatsoever, and to enter into any and all proper and necessary contracts or sub-contracts with reference to the performance of any of the above kinds of work undertaken in connection with the said contract and construction business and to carry on and complete the construction of any and all of said work under such contracts or such sub-contracts or otherwise, and to do a general hauling, trucking and transfer business and to transact such business as may be properly or necessarily connected therewith; to buy, sell, contract for and deal in and with materials and supplies and equipment of all kinds and patent rights, processes and inventions concerning the same; to buy, sell, acquire, hold and own patents and patent rights covering the same; to own, buy, sell, mortgage, hypothecate or generally to deal in and with water power and other power plants of any and every kind and nature.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

(h) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

Section 2. Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all the powers specified in Section 30-114 of the Idaho Code.

Section 3. Specific Powers. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article, the Corporation shall have and exercise the following specific powers:

(a) Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the Purposes set forth in Section 1 of this Article, and such as are not repugnant to law.

(b) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

(c) To Act as Agent. To act in the State of Idaho and in any state, territory, district or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation, or other legal entity, respecting any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

(d) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Personal Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(f) To Deal in Securities, Generally. To purchase, 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 government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To Deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall

not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Act, by other law, or by these Articles of Incorporation.

(h) To Deal in Charters, Licenses and Memberships.

To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the Purposes set forth in Section 1 of this Article, including, but without limiting the generality thereof, authorizations and licenses to conduct public warehouses for commodities, or other personal property of all kinds.

(i) To Deal in Inventions, Copyrights and Trade-marks.

To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trade-marks and applications therefor, and trade names and applications therefor.

(j) To Deal in Good Will. To acquire, by purchase, exchange, lease, hire or otherwise, hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article.

(k) To Enter Into Profit-Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or co-operative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business, the purpose of which is similar to the Purposes set forth in Section 1 of this Article, and to enter into any general or limited partnership, the purpose of which is similar to such Purposes.

(l) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(m) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranty is made in pursuance of the Purposes set forth in Section 1 of this Article.

(n) To Borrow Funds. To borrow or raise moneys for any of the Purposes of the Corporation set forth in Section 1 of this Article and, from time to time, without limit as to amount: To execute, accept, endorse, and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

(o) To Lend Funds Generally. To lend money for any of the Purposes set forth in Section 1 of this Article, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

(p). To Lend Funds to Employees. To lend money to, and otherwise assist, its employees, other than its officers and directors; but to make no loans secured by the shares of the Corporation.

(q) Donations. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(r) Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found

by a majority of a committee composed of the directors not involved in the matter in controversy, whether or not a quorum, that it was to the interests of the Corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

(s) Ancillary Powers. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

Section 4. No Construction of Powers as Purposes. The Powers enumerated in Sections 2 and 3 of this Article shall not be construed as Purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of this Article.

Section 5. Direction of Purposes and Exercise of Power by Directors. Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to direct, by resolution duly adopted, the Purposes set forth in Section 1 of this Article, and to exercise the Powers set forth in Sections 2 and 3 of this Article, without previous authorization or subsequent approval by the Shareholders of the Corporation; and all parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to such authorization by the Board of Directors.

Section 6. Limiting Clause. Nothing in this Article contained shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE IV

Authorized Shares

The total number of authorized shares of capital stock of this corporation is 2,500 shares divided into two classes of stock, namely, Class A and Class B stock, all of which is without nominal or par value; the total number of shares of such Class A stock authorized is 100 shares without nominal or par value; the total number of shares of such Class B stock authorized is 2,400 shares without nominal or par value. The nature, extent, preference, right, privileges and restrictions granted or imposed upon the holders of the respective classes of stock are as follows: (a) The holders of the Class A stock of this corporation shall be entitled to one vote for each and every share of Class A stock standing in his, her or its name at any meeting of the stockholders of the corporation; (b) the Class B stock is to be non-voting on all subjects except where by law it is required to vote.

ARTICLE V

Initial Consideration for Issuance of Shares

The Corporation will not commence business until at least One Thousand Dollars has been received as consideration for the issuance of shares.

ARTICLE VI

Pre-Emptive Rights

Section 1. Rights of Holders of Class A and Class B Stock. The holders of the stock of the Corporation, both Class A and Class B, shall have the pre-emptive right to purchase, at such respective equitable prices, terms and conditions (including adjustments of such cash or fractional shares as may be necessary to avoid the issuance of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the Class A and Class B Stock of the corporation (a) as may be authorized from time to time over and above the 100 shares of Class A stock and 2,400 shares of Class B stock authorized by the original Articles of Incorporation; or (b) as may be shares held in treasury of the Corporation, from time to time, whether derived from the original 100 shares of Class A stock and original 2,400 shares of Class B stock or from Class A or Class B shares thereafter authorized; such pre-emptive rights to the purchase of both Class A and Class B stock shall run first to the Class A stock and shall be exercised in the respective ratios which the number of shares of Class A stock held by each shareholder at the time of such issue bears to the total number of Class A shares outstanding in the name of all shareholders at such time. In the event that any of the Class A shareholders decline to exercise their pre-emptive rights, their rights shall pass proportionately to the remaining holders of Class A stock. In the event that all of the holders of Class A stock decline to exercise their pre-emptive rights, then such pre-emptive rights shall pass to the holders of Class B stock and shall be exercised by the holders of Class B stock in the respective ratio which the number of shares of Class B stock held by each shareholder at the time of such issue bears to the total number of shares of Class B stock outstanding in the names of all shareholders at such time.

Section 2. Transferability of Stock: No stock of this corporation shall be issued or transferred to any person who is not a stockholder of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board, or at a special meeting called for that purpose, and every member who desires to sell his stock, and every member who for any reason shall cease to be a stockholder, his personal representatives, legatees, or assigns, shall be required, at the time of the taking of the next inventory, as hereinafter provided for, to

offer in writing to the board of directors to sell the number of shares of the capital stock held by him to such person or persons as the board of directors shall designate by a resolution duly passed, at and for the same sum per share as is equaled by the quotient obtained by dividing the total net amount of said inventory by the number of shares then outstanding, and such member, his personal representatives, legatees, or assigns, shall immediately, upon the payment or tender to him, in cash, of such price per share, transfer and assign the shares of the stock held by him to such person or persons so designated by the board of directors. In the event, however, that the board of directors shall refuse or neglect to designate such person or persons at the next regular meeting after such offer is made, or in the event of the refusal or neglect of such person or persons to pay or tender to such member the price per share for each and every share held by such member, within sixty (60) days after such designation and the completion of said inventory, then such member, his personal representatives, legatees, or assigns, may hold the shares of stock or sell and transfer them to any person or persons, the shares to be held absolutely free from the conditions and restrictions contained therein.

Before the holder of the certificate for any shares of the capital stock who shall have obtained it by bequest, or in the distribution of the estate of any member who may hereafter die, or by purchase at any sale made under an execution issued against any member, or any legal process, or otherwise, shall be entitled to have the stock transferred on the books of this corporation, the shares shall first be offered to and refused by such person or persons designated by the board of directors at the same price as above and subject to the same conditions.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this corporation, until the shares are regularly transferred to him on the books of this corporation.

ARTICLE VII

Provisions for Regulations of the Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. Code of By-Laws. The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 4. Executive Committee. If the Code of By-Laws so provides, the Board of Directors, by resolution adopted by a majority of the number of directors fixed by the Code of By-Laws, or in the absence of a by-law fixing the number of directors, then of the number stated in these Articles of Incorporation, may designate two or more directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution or the Code of By-Laws, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation; but the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any number thereof, of any responsibility imposed upon it or him by law.

Section 5. Places of Keeping Books of Account, Etc. Subject to the limitations existing under the Act and the laws of the State of Idaho, the books of account, records, documents, and papers of the Corporation may be kept at any place or places within the State of Idaho. Limitations on the place or places where the books of account, records, documents, and papers of the Corporation may be kept, may be made from time to time by the Code of By-Laws of the Corporation.

Section 6. Provisions for Working Capital. The Board of Directors of the Corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the Corporation and, before the payment of any dividends or the making of any distribution of profits, it may set aside out of the net profits or earned surplus of the Corporation such sum or sums as it may from time to time in its absolute discretion determine to be proper whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing or maintaining any property of the Corporation, or for an addition to the stated capital, capital surplus, or earned surplus, or for any corporate purposes that the Board of Directors shall think conducive to the best interests of the Corporation, subject only to such limitations as the Code of By-Laws of the Corporation may from time to time impose.

Section 7. To Whom Shares may be Sold. Subject to the provisions of Article VI of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold, or otherwise

disposed of by it from time to time to such persons, corporations, or other legal entities as the Board of Directors of the Corporation may determine.

Section 8. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 9. Compensation of Directors. The Board of Directors is hereby specifically authorized, in and by the Code of By-Laws of the Corporation, to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 10. Amendments of Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, or any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

ARTICLE VIII

Address of Initial Registered Office and Name of Initial Registered Agent

Section 1. Registered Office. The address of the initial registered office of the Corporation is Post Office Box 473, 401-407 Sixth Street, Rupert, Idaho.

ARTICLE IX

Data Respecting Directors

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of three members, who need not be residents of the State of Idaho or shareholders of the Corporation.

Section 2. Names and Addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, follow:

<u>Name</u>	<u>Address</u>
E. J. Hanzel	724 8th Street, Rupert, Idaho
Oliver C. Hanzel	923 10th Street, Rupert, Idaho
Larry R. Duff	Box 121, Rupert, Idaho

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment of the Code of By-Laws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a by-law fixing the number of directors, the number shall be three.

ARTICLE X

Data Respecting Incorporators

The names and addresses of the incorporators of the Corporation and the number of shares subscribed by each are as follows:

<u>Name</u>	<u>No. of Shares Subscribed by Each</u>	<u>Address</u>
E. J. Hanzel	One Share Class A	724 8th Street, Rupert, Idaho
Oliver C. Hanzel	One Share Class A	923 10th St., Rupert, Idaho
Larry R. Duff	One Share Class A	Box 121, Rupert, Idaho

EXECUTED this 12th day of October, 1964.



E. J. Hanzel



Oliver C. Hanzel



Larry R. Duff

STATE OF IDAHO

County of Minidoka

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) ss.
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I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that E. J. Hanzel, Oliver C. Hanzel and Larry R. Duff, being all of the incorporators referred to in Article X of the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 13th day of October, 1964.

(seal)

Lewis E. Stephenson
Notary Public
Residing at Rupert, Idaho
My Commission Expires 12-1-65

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