

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

SOUTHWEST ESTATE PLANNING CORPORATION

a corporation duly organized and existing under the laws of **Arizona** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **9th** day of **December** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **9th** day of **December** 19 **63**, a designation of **Rulon Whitesides** in the County of **Cassia** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **9th** day of **December**, A.D. 19 **63**.

Secretary of State.

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, S. C. CORBITT, _____ SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of the FIRST NATIONAL ESTATE PLANNING CORP., which were filed in the office of the Arizona Corporation Commission on the 15th day of December, 1961, and all AMENDMENTS filed thereto, including name changes to ESTATE PLANNING CORPORATION, on the 21st day of February, 1962, and name change to SOUTHWEST ESTATE PLANNING CORPORATION, on the 9th day of March, 1962, as provided by law. _____



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 8th DAY OF May A. D. 1963

BY S. C. Corbett SECRETARY,

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHWEST ESTATE PLANNING CORP.

"BE IT RESOLVED by the stockholders of Southwest Estate Planning Corp. that Article IV of the Articles of Incorporation of this corporation shall be and it is hereby amended to read as follows:

"ARTICLE IV"

Capital Stock. The authorized capital of the corporation shall be \$25,000 divided into 25,000 shares of common stock of a par value of \$1.00 each. All stock shall be paid for at such times and upon such conditions as the Board of Directors may from time to time determine, but at all events before the issuance of a certificate therefor. All or any portion of the capital stock may be issued in payment for real or personal property or services or any other right or thing of value, and when so issued shall be and become fully paid and nonassessable, the same as if paid for in cash. The Board of Directors shall be the sole judge of the value of any property, right or thing acquired by the corporation in exchange for capital stock. In the discretion of the Board of Directors, fractional shares may be issued. No stockholder of the Corporation shall by virtue of such holding have any pre-emptive right with respect to any other or further stock of the Corporation. The issuance of stock shall be in the sole discretion of the Board of Directors.

"BE IT FURTHER RESOLVED by the stockholders of Southwest Estate Planning Corp. that Article VIII of the Articles of Incorporation of this corporation shall be and it is hereby amended to read as follows:

"ARTICLE VIII"

Indebtedness. The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself is the sum of \$16,666.66.

SOUTHWEST ESTATE PLANNING CORP.

By Paul Braziller
Paul Braziller, President

ATTEST:

Harvey M. Goebel
Harvey M. Goebel, Secretary

STATE OF ARIZONA)
COUNTY OF MARICOPA) ss.

On this, the 6th day of May, 1963, before me, the undersigned officer, personally appeared PAUL BRAZILLER, who acknowledged himself to be the President of SOUTHWEST ESTATE PLANNING CORP., a corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

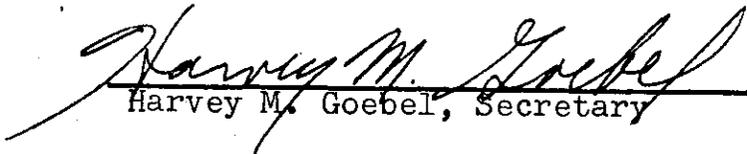
Edna Tingle
Edna Tingle, Notary Public

My commission expires:
My Commission Expires Jan. 3, 1964
January 3, 1964

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

HARVEY M. GOEBEL, being first duly sworn, deposes and says upon oath:

That he is Secretary of Southwest Estate Planning Corp., a corporation, and as such Secretary has custody of the books and records of the corporation including the minute book. On April 6, 1963, the annual meeting of the stockholders of Southwest Estate Planning Corp. was duly and regularly held, with all stockholders of the corporation then and there present in person. Notice of the aforementioned meeting of stockholders as well as the benefits of Section 10-321, Arizona Revised Statutes, were expressly waived by each and all of the stockholders of the said Southwest Estate Planning Corp. by an instrument in writing. At the said meeting the foregoing resolution was unanimously adopted by the affirmative vote of one hundred per cent of the issued and outstanding stock of the said Southwest Estate Planning Corp. He has compared the text of the foregoing resolution, and in particular, the foregoing amendments to the Articles of Incorporation of Southwest Estate Planning Corp. with the original resolution and the original amendment as set forth in the minutes of the said annual meeting of stockholders of Southwest Estate Planning Corp. and he hereby certifies that the two said texts are identical.



Harvey M. Goebel, Secretary

SUBSCRIBED AND SWORN to before me, this 6th day of May 1963.



Notary Public

My commission expires:

My Commission Expires Jan. 3, 1964

January 3, 1964

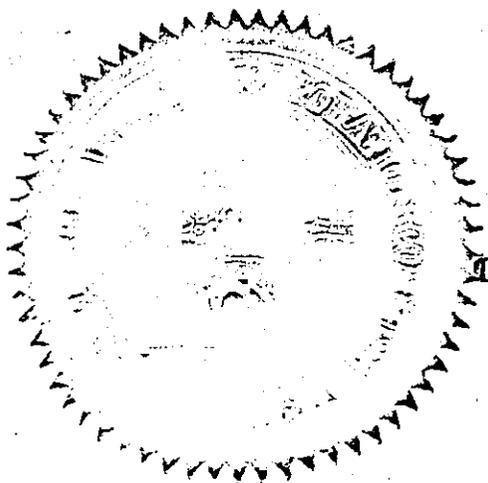
STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

1. Francis J. Byrnes, _____ SECRETARY OF THE ARIZONA CORPORATION COMMISSION, DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of FIRST NATIONAL ESTATE PLANNING CORP., which were filed in the office of the Arizona Corporation Commission on the 15th day of December, 1961, and AMENDMENTS filed changing name to ESTATE PLANNING CORPORATION, on the 21st day of February, 1962, and changing name to SOUTHWEST ESTATE PLANNING CORPORATION, on the 9th day of March, 1962, as provided by law. _____



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 12th DAY OF April A. D. 1962

BY Francis J. Byrnes SECRETARY.

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESTATE PLANNING CORPORATION

"BE IT RESOLVED by the stockholders of Estate Planning Corporation that Article I of the Articles of Incorporation of this corporation shall be and it is hereby amended to read as follows:

"ARTICLE I

"Name of the Corporation. The name of the corporation, which is incorporated under the laws of the State of Arizona, shall be SOUTHWEST ESTATE PLANNING CORPORATION."

"BE IT FURTHER RESOLVED by the stockholders of Estate Planning Corporation that Paragraphs 1, 2 and 5 of Article III of the Articles of Incorporation of this corporation shall be and they are hereby amended to read as follows:

"ARTICLE III

"1. To buy, mortgage, sell, trade and deal in all types of stocks, bonds and securities, and for the foregoing purposes to enter into, make, perform and carry out contracts of every kind and character.

"2. To subscribe for, receive, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, sign, deposit, create trusts with respect to, deal in, exchange, sell and otherwise dispose of, along or in syndicates or otherwise in conjunction with others, and generally deal in and with all or any of the following (hereinafter sometimes referred to collectively as "securities" or individually as a "security"), namely; all kinds of shares, stock, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, contracts, certificates of interest, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own

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NINTH FLOOR TITLE & TRUST BUILDING
PHOENIX 3, ARIZONA

1 securities; and while the owner or holder of any such, to
2 exercise all of the rights, powers and privileges of owner-
3 ship or interest in respect thereof, including the right
4 to vote thereon and otherwise act with respect thereto;
5 and to promote, manage, participate in and act as agent
6 for any underwriting, purchasing or selling syndicate or
7 group and otherwise to take part in and assist in any legal
8 manner the purchase, sale or distribution of any such securi-
9 ties.

10 "5. To promote, cause to be organized, by subsidy or
11 otherwise, any corporation, association, partnership,
12 syndicate, entity, person or governmental, municipal or
13 public authority, domestic or foreign, located in or organized
14 under the laws of any authority in any part of the world, any
15 security of which is held directly or indirectly by or for
16 the corporation, or in the business, financing or welfare
17 of which the corporation shall have any interest; and in
18 connection therewith to do any acts or things designed to
19 protect, preserve, improve, or enhance the value of any
20 such security; but nothing expressed herein shall be deemed,
21 in any manner, to authorize or permit banking and discounting
22 privileges."

ESTATE PLANNING CORPORATION

By Joe K. Williams
/s/ Joe K. Williams
Joe K. Williams, President

ATTEST:

Harvey M. Goebel
/s/ Harvey M. Goebel
Harvey M. Goebel, Secretary

STATE OF ARIZONA }
COUNTY OF MARICOPA } SS.

23 On this, the 9th day of March, 1962, before me, the
24 undersigned officer, personally appeared JOE K. WILLIAMS, who
25 acknowledged himself to be the President of Estate Planning
26 Corporation, a corporation, and that he, as such President,
being authorized so to do, executed the foregoing instrument for
the purposes therein contained, by signing the name of the corpo-
ration as President.

1
2 IN WITNESS WHEREOF, I hereunto set my hand and official
3 seal.

4 /s/ Geraldine L. Short
5 Notary Public

6 My commission expires:

7 November 16, 1962

8 STATE OF ARIZONA }
9 COUNTY OF MARICOPA } ss.

10 HARVEY M. GOEBEL, being first duly sworn, deposes and
11 says upon oath:

12 That he is Secretary of Estate Planning Corporation, a
13 corporation, and as such Secretary has custody of the books and
14 records of the corporation including the minute book. On March
15 7, 1962, a special meeting of the stockholders of Estate Planning
16 Corporation was duly and regularly held, with all stockholders
17 of the corporation then and there present in person. Notice of
18 the aforementioned special meeting of stockholders as well as
19 the benefits of Section 10-321, Arizona Revised Statutes, were
20 expressly waived by each and all of the stockholders of the said
21 Estate Planning Corporation by an instrument in writing. At the
22 said meeting the foregoing resolution was unanimously adopted by
23 the affirmative vote of one hundred per cent of the issued and
24 outstanding stock of the said Estate Planning Corporation. He
25 has compared the text of the foregoing resolution, and in parti-
26 cular, the foregoing amendment to the Articles of Incorporation
of Estate Planning Corporation with the original resolution and
the original amendment as set forth in the minutes of the said
special meeting of stockholders of Estate Planning Corporation
and he hereby certifies that the two said texts are identical.

27 *Harvey M. Goebel*
28 /s/ Harvey M. Goebel
29 Harvey M. Goebel, Secretary

30 SUBSCRIBED AND SWORN to before me, this 9th day of
31 March, 1962.

32 /s/ Geraldine L. Short
33 Notary Public

34 My commission expires:

35 November 16, 1962

LAW OFFICES
LEWIS ROCA SCOVILLE BEAUCHAMP & LINTON
NINTH FLOOR TITLE & TRUST BUILDING
PHOENIX 3, ARIZONA

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRST NATIONAL ESTATE PLANNING CORP.

"BE IT RESOLVED by the stockholders of First National Estate Planning Corp. that Article I of the Articles of Incorporation of this corporation shall be and it is hereby amended to read as follows:

"ARTICLE I

"Name of the Corporation. The name of the corporation, which is incorporated under the laws of the State of Arizona, shall be ESTATE PLANNING CORPORATION."

FIRST NATIONAL ESTATE PLANNING CORP.

By Joe K. Williams
/s/ Joe K. Williams
Joe K. Williams, President

ATTEST:

Harvey M. Goebel
/s/ Harvey M. Goebel
Harvey M. Goebel, Secretary

STATE OF ARIZONA }
COUNTY OF MARICOPA } ss.

On this, the 20th day of February, 1962, before me, the undersigned officer, personally appeared JOE K. WILLIAMS, who acknowledged himself to be the President of First National Estate Planning Corp., a corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

/s/ Earl W. Neidlinger
Notary Public

My commission expires:
Sept. 7, 1965

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LEWIS ROCA SCOVILLE BEAUCHAMP & LINTON
NINTH FLOOR TITLE & TRUST BUILDING
PHOENIX 3, ARIZONA

1 STATE OF ARIZONA

2 }
3 COUNTY OF MARICOPA

ss.

4 HARVEY M. GOEBEL, being first duly sworn, deposes and
5 says upon oath:

6 That he is Secretary of First National Estate Planning
7 Corp., a corporation, and as such Secretary has custody of the
8 books and records of the corporation including the minute book.
9 On February 5, 1962, a special meeting of the stockholders of
10 First National Estate Planning Corp. was duly and regularly held,
11 with all stockholders of the corporation then and there present
12 in person. Notice of the aforementioned special meeting of stock-
13 holders as well as the benefits of Section 10-321, Arizona Revised
14 Statutes, were expressly waived by each and all of the stockholders
15 of the said First National Estate Planning Corp. by an instrument
16 in writing. At the said meeting the foregoing resolution was
17 unanimously adopted by the affirmative vote of one hundred per cent
18 of the issued and outstanding stock of the said First National
19 Estate Planning Corp. He has compared the text of the foregoing
20 resolution, and in particular, the foregoing amendment to the
21 Articles of Incorporation of First National Estate Planning Corp.
22 with the original resolution and the original amendment as set
23 forth in the minutes of the said special meeting of stockholders
24 of First National Estate Planning Corp. and he hereby certifies
25 that the two said texts are identical.
26

Harvey M. Goebel
/s/ Harvey M. Goebel
Harvey M. Goebel, Secretary

19 SUBSCRIBED AND SWORN to before me, this 20th day of
20 February, 1962.

21 /s/ Earl W. Neidlinger
22 Notary Public

23 My commission expires:

24 Sept. 7, 1965
25
26

DKT 4037 PAGE 367

1 securities by original subscription, underwriting, participation in
 2 syndicates or otherwise, and irrespective of whether or not such
 3 securities are fully paid or subject to further payments or assess-
 4 ments; to issue in exchange therefor its own securities; and while
 5 the owner or holder of any such, to exercise all of the rights,
 6 powers and privileges of ownership or interest in respect thereof,
 7 including the right to vote thereon and otherwise act with respect
 8 thereto; and to promote, manage, participate in and act as agent
 9 for any underwriting, purchasing or selling syndicate or group and
 10 otherwise to take part in and assist in any legal manner, by
 11 guarantee or otherwise, the purchase, sale or distribution of any
 12 such securities.

13 3. To conduct research, investigations and examinations of
 14 businesses and enterprises of every kind and description throughout
 15 the world with the aim of securing information and particulars for
 16 the investment and employment of capital.

17 4. To undertake and transact all kinds of business relating
 18 to the gathering and distribution of financial and investment
 19 information and statistics throughout the world.

20 5. To promote, cause to be organized, finance and aid by
 21 loan, subsidy, guarantee or otherwise, any corporation, association,
 22 partnership, syndicate, entity, person or governmental, municipal
 23 or public authority, domestic or foreign, located in or organized
 24 under the laws of any authority in any part of the world, any
 25 security of which is held directly or indirectly by or for the
 26 corporation, or in the business, financing or welfare of which the
 corporation shall have any interest; and in connection therewith
 to guarantee or become surety for the performance of any under-
 taking or obligation of any of the foregoing and to guarantee by
 endorsement or otherwise the payment of the principal or interest
 or dividends on any such security and generally to do any acts or
 things designed to protect, preserve, improve, or enhance the value
 of any such security.

27 Powers. In furtherance and not in limitation of the general
 28 powers conferred upon corporations by the laws of the State of
 29 Arizona, and in furtherance and not in limitation of the objects
 30 and purposes hereinabove set forth, this corporation shall have and
 31 exercise all powers necessary for, incidental to, desirable for or
 32 useful or convenient in carrying out each and all of the aforesaid
 33 objects and purposes (including implied objects and purposes),
 34 which said powers shall include but not be limited to the following:

35 (a) To do any and all things hereinabove set forth or
 36 included, by implication or otherwise as an object or purpose or
 otherwise, either along, as an agent, as principal through the
 agency of others, by contract with any person, firm, association,
 partnership or corporation, as a joint adventurer or partner, or
 in any other manner whatsoever.

1 (b) To have one or more offices and conduct business in
2 any state, territory, district or colony of the United States or
3 in any foreign country.

4 (c) To acquire or to acquire rights in or to all or any
5 part of the good will, rights, assets, business or property of, or
6 to assume, pay, compromise or discharge all or any part of the
7 liabilities of, any person, firm, association, partnership, joint
8 venture, corporation or other business entity; to pay for the
9 same in cash, the stock of this corporation, bonds, debentures,
10 notes, assets of any character whatsoever, or otherwise; to hold,
11 operate, carry on, improve, add to or dispose of the whole or any
12 part of any assets or business so acquired, and to exercise all
13 the powers necessary, desirable or convenient in and about the
14 conduct and management of such business, regardless of whether
15 such powers be herein expressed or whether the business be one
16 included by implication or otherwise, in the objects and purposes
17 herein set out.

18 (d) To enter into, make, perform, assume and carry out
19 contracts of every kind for any lawful purpose, without limit as
20 to amount.

21 (e) To purchase, hold and reissue and otherwise deal in
22 the shares of its own capital stock, and to use and apply its
23 earnings and accumulated profits to the purchase and acquisition
24 of its capital stock or bonds from time to time, to such an extent
25 and in such a manner and upon such terms as the Board of Directors
26 shall determine, and neither the property nor the capital stock or
bonds so purchased or acquired shall be regarded as profits for
the purpose of a declaration of dividends unless otherwise deter-
mined by the Board of Directors.

(f) To guarantee, purchase, hold, sell, assign, transfer,
mortgage, pledge or otherwise deal in and dispose of the shares of
the capital stock of, or any bonds, securities, or other evidences
of indebtedness issued or created by any other corporation or
corporations of this state or any state, country, nation or govern-
ment, and while the holder of or of any interest in such securities
to exercise all the rights, powers and privileges of ownership,
including the right to vote thereon, to the same extent that natural
persons might or could do.

(g) To borrow money and to issue its notes, bonds, debentures or other evidences of indebtedness; at its option to secure any of the same by mortgage or otherwise upon any of its real, mixed or personal property.

(h) To lend money on such security as it shall determine, or without security; to acquire any sort or character of property by foreclosure, seizure or otherwise and to deal with the same as a natural person could or might do; to exercise any and all powers

1 necessary, desirable, incidental, or convenient in order to secure
2 or enforce any rights of any kind or character growing out of any
3 relationship, legal instrument, asset or property in which it has
or might have any interest, legal or equitable, and in any capa-
city.

4 (i) To carry on business in its own name, in any assumed
5 business name, or through any partially or wholly owned corpora-
6 tion, and to sue and be sued in its own name, or in any assumed
business name.

7 (j) To act as an incorporator of subsidiary corporations
8 formed to carry out any part of its objects, purposes or functions.

9 (k) To act as agent, trustee, guardian, executor, admin-
10 istrator, broker or in any other representative or fiduciary
11 capacity with or without revealing such relationship; to accept
12 and execute trusts, whether created by will, grant or order of any
13 court, and regardless of the type or character of the fiduciary
relationship or the character or type of assets held or to be held
by it as such fiduciary; and to carry out all responsibilities
upon it imposed by the instrument or order creating the relation-
ship, including the exercise of powers not specifically or by
implication herein set forth.

14 (l) To place insurance of every kind or character; to act
15 as agent, local, special and general, for insurers of every kind
16 and type, and for insureds; to adjust, compromise, settle and
otherwise to deal in and with insurance claims of every kind and
character.

17 (m) To guarantee the obligation of and to act as surety
18 for any person, partnership, association, corporation, joint
venture or business or other entity of any kind or character.

19 (n) To do any and all acts and things, and to have and to
20 exercise any and all other and further powers which a copartnership
or natural person could do or exercise; to have and to exercise
21 any and all other and further powers now or hereafter belonging to
or conferred upon corporations; to have and to exercise any and all
22 other and further powers necessary, convenient, incidental, desir-
able or useful in any manner whatsoever in the exercise of the
23 powers herein set forth, or in carrying out the objects and purposes
hereinabove set forth; and all of the foregoing powers, whether
24 herein specifically set out or contained by implication (and the
enumeration herein contained shall not be deemed in any manner
25 whatsoever to be exclusive, but shall be deemed to include all other
and further powers in any manner whatsoever related to, growing out
26 of, similar to, connected with or standing in the same category as
any of the powers herein set out or herein included by implication)
shall be in furtherance of and not in limitation of the general
corporate powers conferred by the laws of the State of Arizona.

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PHOENIX 3, ARIZONA

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IV

Capital Stock. The authorized capital of the corporation shall be \$1,000,000 divided into 1,000,000 shares of common stock of a par value of \$1.00 each. All stock shall be paid for at such times and upon such conditions as the Board of Directors may from time to time determine, but at all events before the issuance of a certificate therefor. All or any portion of the capital stock may be issued in payment for real or personal property or services or any other right or thing of value, and when so issued shall be and become fully paid and nonassessable, the same as if paid for in cash. The Board of Directors shall be the sole judge of the value of any property, right or thing acquired by the corporation in exchange for capital stock. In the discretion of the Board of Directors, fractional shares may be issued. No stockholder of the corporation shall by virtue of such holding have any pre-emptive right with respect to any other or further stock of the corporation. The issuance of stock shall be in the sole discretion of the Board of Directors.

V

Incorporators. The names, residence and post office addresses of the incorporators are as follows:

Robert J. Corcoran 5102 North 11th Avenue
Phoenix, Arizona

A. Gordon Olsen 146 West Frier Drive
Phoenix, Arizona

VI

Time of Commencement. The time of commencement of this corporation shall be the day a Certificate of Incorporation is issued by the Arizona Corporation Commission, and the termination thereof shall be twenty-five years thereafter, with the privilege of successive renewal as provided by law, so as to achieve perpetual succession.

VII

Conduct of Affairs. The affairs of this corporation shall be conducted by a Board of Directors and such officers as the said directors may from time to time appoint or elect. The number of directors shall be fixed by the Bylaws, but such number shall not be smaller than the minimum required by law nor larger than the maximum permitted by law. Directors need not be either stockholders or residents of Arizona. Directors shall be elected by the stockholders of the corporation at the annual meeting of stockholders which shall be held on the first Saturday in April of each year.

1 beginning in 1962, or on the next succeeding business day if such
 2 day be a holiday. The term of each director shall expire at the
 3 annual meeting following his election or appointment or as soon
 4 thereafter as his successor shall be elected and qualified. In the
 5 case of a vacancy in the Board of Directors occasioned by resigna-
 6 tion or death, the remaining directors may appoint a person to fill
 7 the vacancy to serve for the remainder of the vacant term. The
 8 failure of the Board of Directors to fill any vacancy shall not
 invalidate any act of the corporation or of the Board of Directors,
 but said Board shall at all times consist of the number of direc-
 tors, then actually serving. Directors may be elected to succeed
 themselves. Until their successors shall be elected and qualified
 the following persons shall constitute the Board of Directors and
 hold the offices set forth opposite their names:

9 Name

Office:

10 M. C. Reese, Jr.
 11 1348 E. San Miguel
 Phoenix, Arizona

President and Treasurer

12 D. C. Reese
 13 6201 N. Joshua Tree Lane
 Scottsdale, Arizona

Vice President and Secretary

14 The Board of Directors shall have the power to adopt, amend and
 15 rescind Bylaws and in the Bylaws may designate the titles of the
 16 officers of the corporation. One individual may hold more than
 one office.

17 VIII

18 Indebtedness. The highest amount of indebtedness or lia-
 19 bility, direct or contingent, to which the corporation is at any
 time to subject itself is the sum of \$666,666.66.

20 IX

21 Exemption of Private Property. The private property of
 22 the incorporators, stockholders, directors and officers of the
 corporation shall be forever exempt from its debts and obligations.

23 X

24 Statutory Agent. PAUL R. MADDEN, whose address is 9th
 25 Floor, Title and Trust Building, Phoenix, Arizona, is a bona fide
 26

LAY OFFICES
 LEWIS ROCA SCOVIL, JEACHAMP & LINTON
 NINTH FLOOR TITLE & TRUST BUILDING
 PHOENIX 3, ARIZONA

1 resident of the State of Arizona for the period of three years
2 immediately preceding the date hereof, is hereby appointed the
3 agent of the corporation, upon whom all notices and processes,
4 including service of summons, may be served, and the service upon
5 such agent shall be lawful personal service on the corporation.
6 This appointment may be revoked at any time by the filing of the
7 appointment of another agent as provided by law.

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XI

Indemnification of Incorporators, Directors and Officers.

The corporation shall indemnify any incorporator, director or officer now or hereafter serving the corporation, against all expenses and liabilities reasonably incurred by him in connection with or arising from any action, suit or proceeding in which he shall be a party by reason of his being or having been an incorporator, director or officer of the corporation, or by reason of his alleged acts or omissions as such incorporator, director or officer and regardless of whether or not he continues to be an incorporator, director or officer of the corporation at the time he incurs such expenses or liabilities, provided, however, that the corporation shall not indemnify such incorporator, director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duties as such incorporator, director or officer. Such expenses and liabilities shall include, but shall not be limited to, judgments, court costs, reasonable expenses incurred in the preparation and trial of such action, suit or proceeding, attorney fees, and the cost of reasonable settlement. The foregoing right of indemnification shall not be exclusive of other rights to which any incorporator, director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 11th day of December, 1961.

ROBERT J. CORCORAN
Robert J. Corcoran

A. GORDON OLSEN
A. Gordon Olsen

DKT 3361 PAGE 23

1 STATE OF ARIZONA

2 COUNTY OF MARICOPA

} SS.

DKT 3961 PAGE 24 NS

3 Before me, the undersigned officer, personally appeared
4 ROBERT J. CORCORAN and A. GORDON OLSEN, known to me to be the
5 persons who executed the foregoing Articles of Incorporation, and
6 acknowledged to me that they executed the same for the purposes
7 therein expressed.

8 Given under my hand and seal this 11th day of December,
9 1961.

10 GERALDINE L. SHORT
11 Notary Public

12 (N.S.)

13 My commission expires:

14 November 16, 1962

LAW OFFICES
LEWIS ROCA SCOVILLE BEAUCHAMP & LINTON
NINTH FLOOR TITLE & TRUST BUILDING
PHOENIX 3, ARIZONA