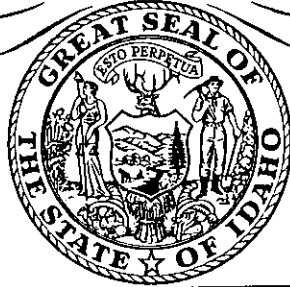


# State of Idaho



## 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

#### BLU-CHILLA, INCORPORATED

a corporation duly organized and existing under the laws of **Wyoming** 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 **Sixth** day of **May**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Sixth** day of **May**, 19 **63**, a designation of **Wm. J. Brauner** in the County of **Canyon** 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 **6th** day of **May**, A.D. 19 **63**.

Secretary of State.

# State of Wyoming



## OFFICE OF THE SECRETARY OF STATE

United States of America, }  
State of Wyoming } ss.

I, THYRA THOMSON, Secretary of the State of Wyoming do hereby certify

that the annexed copy of the Articles of Incorporation of BLU-CHILLA, INCORPORATED has been carefully compared with the original filed in the Office of Secretary of State of Wyoming on the twenty-third day of May, A.D., 1962, at 10:00 o'clock A.M., and is a full, true and correct copy of the same and of the whole thereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming.

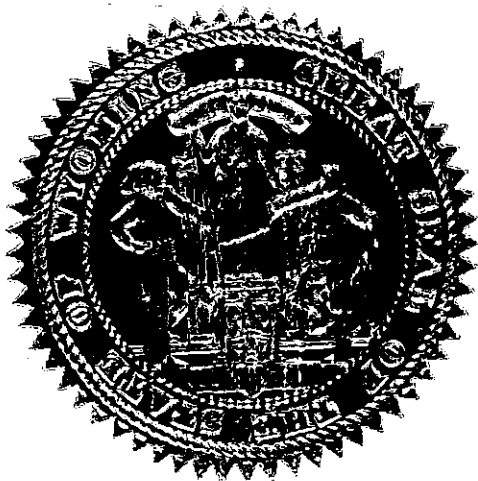
Done at Cheyenne, the Capital,

this Eighteenth day of

March A. D. 19 63

Thyra Thomson  
Secretary of State

By \_\_\_\_\_  
Deputy



STATE OF WYOMING     )  
                              ) SS.  
COUNTY OF NATRONA    )



ARTICLES OF INCORPORATION  
OF

BLU-CHILLA, INCORPORATED

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

FIRST:           The name of the corporation is BLU-CHILLA, INCORPORATED.

SECOND:          The period of its duration is perpetual.

THIRD:           The purpose or purposes for which the corporation is organized are: that it shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under the laws of the State of Wyoming.

FOURTH:          The aggregate number of shares which the corporation shall have authority to issue is 49,000 shares of stock without par value, said shares being divided into two classes called Common Stock and Preferred Stock, all of which shall be fully paid and non-assessable. The shares of stock of the corporation are divided between the classes as follows:

(a)           48,000 shares of common stock, which is the voting stock of the corporation.

(b)           1,000 shares of preferred stock, which shall be non-voting stock in all instances and which stock shall have no vote or right to vote at meetings of the shareholders.

The preferred stock shall earn and be paid a dividend of \$6.00 per share each year following issue, which dividend shall be paid in full before earnings or dividends are paid on the common stock. Dividends upon the preferred stock



shall cumulate in the event they are not paid for any year or years, and all cumulated dividends shall be also paid before dividends may be declared or paid upon the common stock.

Preferred stock shall not be transferred, sold or distributed to any person whomsoever unless authorized specifically by resolution of the Board of Directors in writing. Any shareholder wishing to sell shares of preferred stock shall first offer such shares to the corporation, and the corporation shall have the right to redeem such shares by paying to the shareholder the fair book value of said stock, as determined by the directors, plus all dividends due or coming due during the year of redemption. In the event the corporation does not redeem all shares within 60 days after such offer, selling shareholder shall then be entitled to a resolution of the Board of Directors allowing sale of said shares.

Upon liquidation or dissolution of the corporation, the preferred stock shall be redeemed to the extent that funds are available before any payment is made to the common stock, and after redemption of all outstanding preferred stock, the balance of assets of the corporation shall be distributed ratably to the holders of the common stock.

Shareholders shall not have pre-emptive rights to acquire additional or treasury shares of the corporation.

FIFTH: The Corporation will not commence business until at least Five Hundred Dollars has been received by it as consideration for the issuance of shares.

SIXTH: The registered office of the corporation is 500 Consolidated Royalty Building, Casper, Wyoming, and the Registered Agent is G. Joseph Cardine.

SEVENTH: The corporation shall have not less than three nor more than twelve directors as determined by the by-laws. The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: Donald L. Lucas, Casper, Wyoming; Don S. Burgess, Casper, Wyoming; and Kenneth R. Sadler, Nampa, Idaho.

EIGHTH: The name and address of each incorporator are:

Donald L. Lucas

Casper, Wyoming

Don S. Burgess

Casper, Wyoming

Kenneth R. Sadler

Nampa, Idaho

Donald L. Lucas  
Don S. Burgess  
Kenneth R. Sadler

Incorporators

STATE OF WYOMING )

SS.

COUNTY OF NATRONA )

DONALD L. LUGAS and DON S. BURCESS, being first duly sworn, depose and state that they have read the foregoing Articles of Incorporation, known the contents thereof and that the same are true.

Donald L. Lucas  
Don S. Burgess

Subscribed and sworn to before me this 17<sup>th</sup> day of May, 1962.

Jacqueline H. Wagner  
Notary Public

My commission expires: 6/10/65

STATE OF IDAHO )

SS.

COUNTY OF CARPENTER )

KENNETH R. SADLER, being first duly sworn, deposes and states that he has read the foregoing Articles of Incorporation, knows the contents thereof and that the same are true.

Kenneth R. Sadler

Subscribed and sworn to before me this 12<sup>th</sup> day of May, 1962.

Wm. J. Brainerd  
Notary Public

My commission expires: June 12, 1965