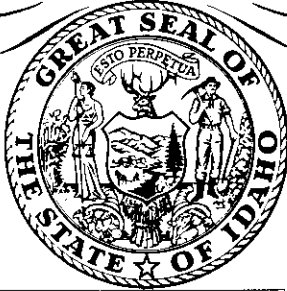


State of Idaho



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

RUPERT DEVELOPMENT CORPORATION

was filed in the office of the Secretary of State on the **Eleventh** day of **December**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** 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 **11th** day of **December**, A.D., 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
RUPERT DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, all being natural persons of lawful age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the general business corporation laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

That the name of this corporation shall be, RUPERT DEVELOPMENT CORPORATION.

ARTICLE II

The purposes for which this corporation is formed are as follows, to-wit:

(a) To promote the economic development of the area in which it operates by providing financial and other types of assistance to business concerns located, or desirous of locating, in the area and will operate in the manner and shall have the powers, responsibilities, and be subject to the limitations provided by the laws of the State of Idaho and the laws of the United States Government.

(b) To transfer by sale and exchange, gift or otherwise any of the property of the corporation in such manner as may be deemed advisable to carry out any of the corporate purposes.

(c) Directly or through ownership of stock in any corporation by joint venture with such corporation or with any person or persons, or unincorporated association to purchase, lease, exchange or otherwise acquire real and personal property of every kind or any interest therein or to take or give option upon the same to erect, construct, maintain, improve, rebuild, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants and all structures or erections of any description on any lands whether owned, held or leased by this corporation

or otherwise, and to lease or sublet the same or any part thereof, and to mortgage, encumber, exchange, assign, transfer, convey, pledge or otherwise, alienate or dispose of any such property, rights or interest.

(d) To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, building material and all other personal and real property of every kind and any interest therein.

(e) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, mortgages, shares, certificates of sale and all other evidences of indebtedness and obligations or securities of any corporation, partnership or entity or person, domestic or foreign, or of any domestic or foreign state, government or political subdivision thereof.

(f) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and any other negotiable or unnegotiable instruments, evidences of indebtedness or of securities and to execute mortgages or other security instruments of any kinds.

(g) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets, liabilities of any person, firm, business, unincorporated association or corporation carrying on any industrial, commercial or other business in the City of Rupert, Idaho, or elsewhere and to hold, utilize, manage, operate and in any manner dispose of the rights and property so acquired.

(h) To enter into any lawful arrangements for share in profits, union of interest, reciprocal concession or cooperations with any corporation, partnership, individual, governmental, municipal or public authority, domestic or foreign in the carrying

on or any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of the corporation.

(i) To enter into and make all necessary contracts for its business which any person, entity, partnership, unincorporated association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof and to perform and to carry out, assign, cancel or rescind any such contracts.

(j) To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated therein or otherwise granted or permitted by law while acting as agent, nominee or attorney in fact for any persons or corporations and to perform any service under contract or otherwise for any corporation, unincorporated association, partnership, firm, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen or extend the property and commercial interest thereof and to aid, assist or participate in any lawful enterprise in connection therein, or incidental to such agency, representation or service, and to render any other service or assistance insofar as it may lawfully do.

(k) To bid upon and purchase at foreclosure or at any other sale public or private, real or personal property or any rights or interest therein.

(l) To lay out, grade, pave and dedicate roads, streets, avenues, alleys, highways, courts, paths, walks, parks and playgrounds.

(m) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine,

provided, however, that shares of its own capital stock belonging to this corporation shall not be voted upon directly or indirectly.

(n) To conduct business in any state or foreign country and to maintain offices therein subject to the laws of such jurisdiction.

(o) To accept by gift in every manner any and all types of property, rights of states and all evidences thereof.

(p) To utilize any property of the corporation in any manner to which the same may be adapted and for this purpose to operate and conduct for profit or otherwise any business or occupation necessary, proper or convenient for the utilization thereof.

(q) To own real and personal property of every kind or description whatsoever, or any rights or interest therein, and to manage, control use and deal with the same in any manner not prohibited by law.

Nothing herein contained shall be deemed or construed as authorizing or permitting or purporting to authorize or permit the corporation to carry on any business, exercise any power or do any act which the said corporation may not by law lawfully carry on, exercise or do,

The purposes and powers specified in the clauses contained in this article are to be construed both as purposes and powers and shall, except as otherwise expressed in this article, be in nowise limited or restricted by reference to or inference from the terms of any other clause of this or any other article herein contained but each of the purposes and powers specified in this article shall be regarded as independent purposes and powers and the specifications herein contained of particular powers is not intended to be, and shall not be held to be in limitation of general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Idaho, but

it is intended to be and shall be held to be in furtherance thereof.

ARTICLE III.

The principal place of transaction of business of this corporation, and it's post office address and registered office shall be at Rupert, Minidoka County, Idaho, but the corporation may establish and maintain such subordinate and branch offices as may be hereafter decided or determined upon/^{by}the corporation by or through it's Board of Directors.

ARTICLE IV.

The period for which this corporation shall exist shall be perpetually from and after the date of filing these articles of incorporation.

ARTICLE V.

That the total authorized capital stock of this corporation shall be ONE HUNDRED THOUSAND(\$100,000.00) DOLLARS, divided into four thousand (4,000) shares of the par value of Twenty-five (\$25.00) Dollars each per share all of equal classification without priority one over the other and fully paid and non-assessable.

ARTICLE VI.

The name and post office address of each of the incorporators and the number of shares subscribed by each subscriber and the par value thereof is as follows:

<u>NAME</u>	<u>P. O. ADDRESS</u>	<u>NO. of shares</u>	<u>Par Value</u>
Mervin Ling	Rupert, Idaho	1	\$25.00
Roy Bullen	Rupert, Idaho	1	\$25.00
Richard Bohle	Rupert, Idaho	1	\$25.00
James A. Felton	Rupert, Idaho	1	\$25.00
Don Ballantyne	Rupert, Idaho	1	\$25.00
Joe Shelton	Rupert, Idaho	1	\$25.00
Rex Sperry	Rupert, Idaho	1	\$25.00
William Lott	Rupert, Idaho	1	\$25.00
Harold Carroway	Rupert, Idaho	1	\$25.00

ARTICLE VII.

The manner, time and place of holding the general annual

meeting, adjourned meetings and special meetings of the stockholders and of the directors of this corporation and of the number to serve as directors of the corporation and the method of conducting the business of this corporation shall be provided by the By-Laws hereafter to be adopted by this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 7 day of December, 1961.

Merwin A. King

Richard H. Kelly

Ray Sprague

James L. Smith

Roy W. Ballou

Lee Smith

Don Paulson


William Lott

W. Panaway

STATE OF IDAHO)
) ss.
County of Minicoka)

On this 7th day of December, 1961, before me, the undersigned notary public in and for said state, personally appeared MERVIN LING, ROY BULLEN, RICHARD BOHLE, JAMES A. FELTON, DON BALLANTYNE, JOE SHELTON, REX SPERRY, WILLIAM LOTT, and HAROLD CARROWAY, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and notarial seal the day and year first above written.



Notary Public for Idaho,
Residing at Rupert, Idaho