



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

RAM RESOURCE MANAGEMENT, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated:

February 7 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

RAM RESOURCE MANAGEMENT, INC.

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d/b/a

RAMCO

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is RAM Resource Management, Inc. d/b/a RAMCO.

SECOND: The period of its duration is perpetual.

THIRD: This corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares, all such shares are without par value. There shall be one class of shares, all of which shall be common shares.

FIFTH: The address of the initial registered office of this corporation is Route 3 Box 3141, Burley, Idaho 83318, and the name of the initial registered agent at such address is Leah Hill.

SIXTH: The initial Board of Directors of this corporation shall be constituted of two (2) members, those being:

Ralph Anthony Martini
1734 Miller Avenue
Burley, ID 83318

Leah Hill
Route 3 Box 3141
Burley, ID 83318

They shall so serve as director until the first annual meeting of the shareholders, or until their successors are elected and shall qualify.

SEVENTH: The name and mailing address of each incorporator is as follows:

Ralph Anthony Martini
1734 Miller Avenue
Burley, ID 83318

Leah Hill
Route 3 Box 3141
Burley, ID 83318

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the bylaws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholder's meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock

issued and outstanding, to sell, lease, or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

NINTH: Any person who at any time shall serve, or shall have served as director, officer or employee of this corporation, or of any other enterprise at the request of the corporation, and the heirs, executors, and administrators of such person shall be indemnified by the corporation against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he or they may be involved by virtue of such person being or having been such director, officer or employee, provided that such indemnity shall not be operative with respect to:


(1) any matter as to which such person shall have been finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duties as such director, officer, or employee, or

(ii) any matter settled or compromised, unless, in the opinion of independent counsel selected by or in a manner determined by the Board of Directors, there is no reasonable ground for such person being adjudged liable for negligence or misconduct in the performance of his duties as such director, officer or employee, or

(iii) any amount paid or payable to the corporation or such other enterprise. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of stockholders, or otherwise.

We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Idaho Business Corporation Act of the State of Idaho, do hereby make and adopt these Articles of Incorporation, declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly, we have hereunto set our hands this 6th day of February, 1991.



RALPH ANTHONY MARTINI


LEAH HILL

STATE OF IDAHO)
 : ss.
County of Cassia)

On this 6 day of February, 1991, before me, the undersigned, a Notary Public in and for The State of Idaho, personally appeared RALPH ANTHONY MARTINI and LEAH HILL, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at: *Burley, Ida*
My Commission Expires: *August 27, 1992*