



CERTIFICATE OF INCORPORATION  
OF

PIONEER INVESTMENT, 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 14, 1991**



\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

PIONEER INVESTMENT, INC.

FEB 14 11 19 AM '91  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each of whom is a bona fide resident and citizen of the United States of America, and each of whom is a natural person of full age, have this day voluntarily associated ourselves together with the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this corporation shall be PIONEER INVESTMENT, INC.

ARTICLE II

The purpose and objects for which this corporation is formed are: as principal, agent or otherwise to do in any part of the world any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation of the general powers, conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

- (a) To carry on the business of real estate transactions, in any state of the United States of America or any foreign country, as agent, for commissions, as owner, to lease, rent, buy, sell or otherwise handle in any manner, real property and chattels connected therewith.
- (b) To construct, erect and operate repair shops and places of business of such kind and nature as may be desirable and necessary for the carrying out of the purposes of this corporation.
- (c) To buy, acquire, own, sell, dispose of and deal in real estate, livestock, corporate stock, bonds, securities and real and personal property of every type or description on its own account and for Commission.

(d) To purchase, acquire, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of the capital stock, bonds, debentures, notes of other securities or evidence of indebtedness of any corporation; and to receive, collect and dispose of dividends, interest or other income on any such securities held by it; and to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debenture, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment broker, agent or principal.

(e) To borrow and lend money and negotiate loans, to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

(f) To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers and commission merchants and any other incidental business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(g) To acquire and hold all or any part of the capital stock, assets or good will of any business, of any person, firm, association or corporation engaged in any business, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights to acquire and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired;

(h) To acquire, own, or operate any type of mercantile business, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise and every type of article of trade, barter or exchange.

(i) To acquire mines and minings rights and other property; to work, own and lease gold or other mineral lands; to treat, transport and dispose of the ores and other products obtained therefrom or thereunder; and to construct and operate such works as shall be necessary; and generally to do and perform all or any other matters and acts and things which in the judgment of this company may be requisite for its purposes or incidental thereto.

(j) To purchase, acquire, own, sell, market (either as principal or agent), deal in or dispose of crops, farm produce, dairy products, poultry products, fruit, vegetables and meats of every type and description; and to purchase, acquire, own, operate and conduct plants and establishments for the processing and marketing feeds of every type and description;

(k) To own, lease and operate farms and farming property and to conduct farming operations upon any real property owned or leased; and to own, lease or operate timber lands and conduct timber removal or logging operations thereon; to operate sawmills, planing mills or woodworking or merchandising operations; and generally to purchase, acquire, own, hold, lease (either as Lessor or Lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind and description, within or without the State of Idaho.

(l) To develop and turn to account any land acquired by or in which this corporation is interested; and in particular to lay out and prepare said land for building purposes, construction, altering, repairing, decorating, maintaining, furnishing and improving buildings, and in planting, paving, draining or leasing buildings or entering into building agreements or arrangements with builders, tenants and others, and to equip, improve and generally operate any and all personal property owned by this corporation.

(m) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own stock owned by it shall not be voted upon, directly or indirectly.

(n) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, associations, any state, territory or municipality of the United States or any foreign country, government or body politic.

(o) To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect and to sell, assign, or grant licenses or other rights in respect to any trademarks, trade names, patents, patent rights, copyrights, inventions, formulas, processes and rights analogous thereto.

(p) To borrow money for any purpose of this corporation, without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the monies so borrowed, or in payment for property acquired, or for any other objects or purposes; to secure payments of such debentures, notes or other obligations by mortgages or deeds of trust or pledges or other liens upon any or all of the property of this corporation, wheresoever located.

(q) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with or as co-partner, or joint venturer with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description; to do such acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the objects or purposes of this corporation or the laws of the State of Idaho.

(r) To conduct its business in all or any of its branches in the State of Idaho, and in any and all other states or territories, possession, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries, and to have one or more offices without or within the State of Idaho.

(s) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the term of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these Articles shall be regarded as independent objects, purposes and powers.

ARTICLE III

The registered office of this corporation and the principal place  
C/O 1406 E 1st Ste 207  
for transaction of its business is hereby designated as ~~Boise~~, Ada County, Idaho.  
Meridian,

ARTICLE IV

This corporation shall have perpetual existence.

Registered agent is  
Walter P. Kirby

ARTICLE V

The number of directors of this corporation shall be not less than  
three (3) in number.

ARTICLE VI

The amount of capital stock of this corporation is \$25,000.00,  
consisting of 25,000 shares having a par value of \$1.00 per share, and said  
stock shall be nonassessable.

ARTICLE VII

The name, post office address of each of the incorporators signing  
these Articles of Incorporation, and the number of shares subscribed by each  
are as follows: And Directors :

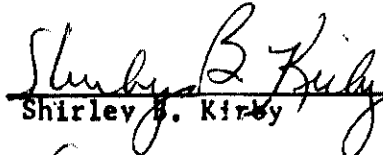
<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Walter P. Kirby	1406 E. 1st Suite 207 Meridian, ID 83642	ONE
Shirley B. Kirby	1406 E. 1st Suite 207 Meridian, ID 83642	ONE
Dennis Geis	1406 E. 1st Suite 207 Meridian, ID 83642	ONE

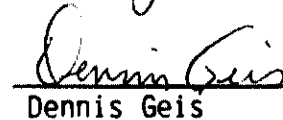
ARTICLE VIII

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of the capital stock of this corporation.

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this <sup>14</sup> ~~10~~th day of <sup>February 1991</sup> ~~December~~, ~~1974~~.

  
Walter P. Kirby


  
Shirley B. Kirby

  
Dennis Geis

STATE OF IDAHO)  
County of Ada ) ss.

<sup>14</sup> February 1991  
On this ~~10~~th day of ~~December~~, ~~1974~~, before me, the undersigned, a Notary Public in and for said State, personally appeared WALTER P. KIRBY, SHIRLEY B. KIRBY, and DENNIS GEIS 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 Boise, Idaho