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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
CLAY CONDIT, INC.**

The undersigned persons, acting as the incorporators of a corporation organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30 of the Idaho Code, adopts the following Articles of Incorporation:

**Article I**

Name. The Name of the Corporation is **CLAY CONDIT, INC.**

**Article II.**

Registered Office and Agent. The location of the Corporation is in the City of Arco, Butte County, Idaho. The address of the initial registered office is:

120 Highland Drive  
P.O. Box 16  
Arco, ID 83213

The name of the registered agent at this address is Clay Condit.

**Article III.**

Duration of Corporation. The duration of the corporation is perpetual.

**Article IV.**

Purposes of Corporation. The purpose or purposes for which the corporation is organized are:

To do anything that may lawfully be done by a corporation organized under the Idaho Business Corporation Act, as that act may be amended or supplemented from time to time.

The Corporation may conduct business and otherwise carry out its purposes and exercise

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its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the full extent permitted by the laws of the state, territory, district, or possession of the United States, or by the foreign country, and it may limit its purposes in any state, territory, district or possession of the United States, or foreign country.

**Article V.**

Authorization of Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1000 shares of common stock, which stock shall be without par value.

**Article VI.**

Incorporators. The name and address of each incorporator of the Corporation is:

Clay Condit 120 Highland Drive P.O. Box 16 Arco, ID 83213	Beatrice Condit 120 Highland Drive P.O. Box 16 Blackfoot, ID 83221
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**Article VII.**

Directors.

1. Number. The Board of Directors of the Corporation shall consist of two members, who need not be residents of any particular state or shareholders of the Corporation. The number of directors may be increased or decreased from time to time by amendment of this Section of these Articles of Incorporation, but no decrease shall have the effect of shortening the term of any incumbent director.

2. Initial Directors. The initial directors of the Corporation who are to serve as the initial Board of Directors of the Corporation until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

Name	Address
Clay Condit	120 Highland Drive Arco, Idaho 83213
Beatrice Condit	120 Highland Drive Arco, Idaho 83213

**VIII.**

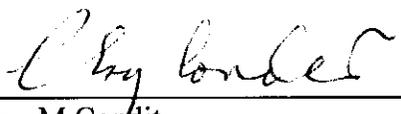
Indemnification of Officers and Directors. The Corporation's Board of Directors expressly is authorized to indemnify its officers and directors to the full extent permitted by the laws of the State of Idaho. It is the Corporation's policy to safeguard its officers and directors from liability for actions they take in good faith to further the interests of the Corporation and its shareholders.

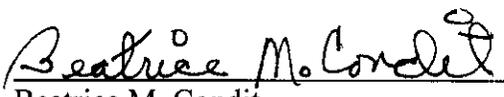
**Article IX.**

Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on this 2<sup>nd</sup> day of June, 2000, by the Incorporators and the acts and statements are true and correct.

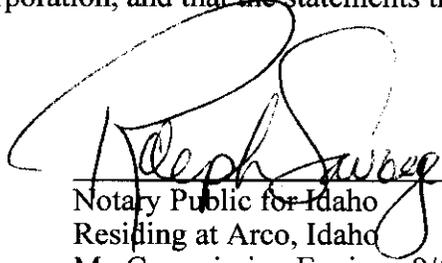
INCORPORATORS:

  
 \_\_\_\_\_  
 Clay M. Condit

  
 \_\_\_\_\_  
 Beatrice M. Condit

State of Idaho                    )  
  ) ss.  
County of Butte                 )

I, Ralph L. Savage, a notary public, do hereby certify that on this 2 day of June, 2000, personally appeared before me Clay M. Condit and Beatrice M. Condit, who, being by me first duly sworn, declared that they are the Incorporators of Clay Condit, Inc., that they signed the foregoing document as Incorporators of the corporation, and that the statements therein contained are true.

  
Notary Public for Idaho  
Residing at Arco, Idaho  
My Commission Expires: 9/6/2000