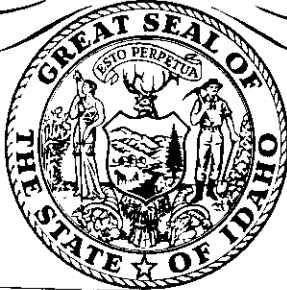


State of Idaho



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

BEAR LAKE HOLDING COMPANY, INC.

was filed in the office of the Secretary of State on the **Twenty-third** day of **May**, A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** 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

Montpelier

in the County of

Bear Lake

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 **23rd** day of **May**, A.D., 19 **63**.

Secretary of State.

A R T I C L E S O F I N C O R P O R A T I O N

OF

BEAR LAKE HOLDING COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all of whom are citizens and residents of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation, under and pursuant to the laws of the State of Idaho, and we do hereby certify:

I.

That the name of the said corporation shall be the BEAR LAKE HOLDING COMPANY, INC.

II.

That the purposes for which said corporation is formed are:

1. To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Idaho, or of any other state, territory, or country.

2. To purchase, hold, assign, transfer, mortgage, pledge, or otherwise dispose of, any bonds or other securities or evidences of indebtedness created or issued by any corporation or corporations, association or associations, of the state of Idaho, or of any other state, territory or country, and, while owner thereof, to exercise all the rights, powers and privileges of ownership.

3. To purchase, hold, sell, assign, transfer, mort-

gage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations, of the state of Idaho, or of any other state, territory, or country; and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

4. To aid in any manner any corporation or association of which any bonds or other securities or evidences of indebtedness or stock are held by the corporation; and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

5. To acquire, own and hold such real and personal property as may be necessary or convenient for the transaction of its business.

6. To engage in the general real estate business.

7. To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

8. To purchase or otherwise acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage or otherwise dispose of, and to invest, trade and deal in and with real property, and any and all interest therein.

9. To enter into any kind of contract or agreement, co-operative or profit-sharing plan with its officers or employees that the corporation may deem advantageous or expedient or otherwise to reward or pay such persons for their services as the directors may deem fit.

10. To build houses or other buildings of every kind and character, either for sale or lease or on contract or

otherwise; to lay out, subdivide, resubdivide and plat tracts of land and sell same, either by such subdivision or resubdivision; and to improve lands laid out, subdivide or resubdivide, grade, oil and improve streets, alleys, parks and other places, and sidewalk, curb, and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

11. To purchase, lease or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises and property of every kind, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this company, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

12. To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

13. To borrow money, to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to mortgage, pledge, hypothecate, and/or convey in trust, any or all of its property to secure the payment thereof.

14. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.

15. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit

as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

16. To acquire, and pay for in cash, shares of stock, bonds or notes of this corporation, or otherwise, the assets including the goodwill of any person, firm, association or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

17. To engage in and conduct any and all kinds of manufacturing businesses.

18. To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a copartner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any part of the world.

19. The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, and in addition to have all purposes and powers authorized and empowered by §30-114 Idaho Code.

III.

The duration of this Corporation shall be perpetual.

IV.

The location and Post Office address of its registered office in this State shall be: Montpelier, Bear Lake County, Idaho.

V.

The total authorized number of par value shares and their aggregate par value shall be Five Thousand (5,000) shares at a par value of Ten Dollars (\$10) per share, having an aggregate par value of Fifty Thousand Dollars (\$50,000). All of the stock in this Corporation shall be common stock, having equal voting and other rights.

VI.

The names and Post Office addresses of each of the incorporators, and the number of shares subscribed by each are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>
H. W. Allinger 529 Washington Montpelier, Idaho	145 shares equals \$1,450
A. Clair Barrett 505 Jefferson Montpelier, Idaho	145 shares equals \$1,450
Khalil V. Hansen c/o Hansen Chevrolet Co. Brigham City, Utah	145 shares equals \$1,450
Elmer Jenson 702 Jackson Montpelier, Idaho	145 shares equals \$1,450
B. A. McDevitt First Security Bank Building Pocatello, Idaho	145 shares equals \$1,450
Rodney Ream Dingle, Idaho	145 shares equals \$1,450
Eugene P. Shepherd 705 Washington Montpelier, Idaho	145 shares equals \$1,450

VII.

By mutual agreement it is understood that any shareholder in this Corporation desiring to sell his shares shall give the first option to the other shareholders for a period of thirty (30) days.

IN WITNESS WHEREOF, the persons named herein have set their hands this 21st day of May, 1963.

H. W. Allinger
H. W. Allinger

A. Clair Barrett
A. Clair Barrett

Khalil V. Hansen
Khalil V. Hansen

Elmer Jenson
Elmer Jenson

B. A. McDevitt
B. A. McDevitt

Rodney Ream
Rodney Ream

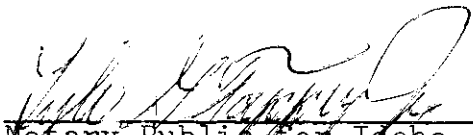
Eugene P. Shepherd
Eugene P. Shepherd

STATE OF IDAHO)
 : ss.
County of Bear Lake)

On this 21st day of May, 1963, personally appeared before me, the undersigned Notary Public, H. W. ALLINGER, A. CLAIR BARRETT, KHALIL V. HANSEN, ELMER JENSON, B. A. McDEVITT, RODNEY REAM and EUGENE P. SHEPHERD, personally known to me to be citizens of the United States of America, and the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that executed the same.

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

(Seal)



Notary Public for Idaho
Residing at Montpelier, Idaho