

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

INDUSTRIAL MERGER CORP.

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: October 20, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Embeth M. Zabala*

ARTICLES OF INCORPORATION
OF
INDUSTRIAL MERGER CORP.

RECEIVED
SEC. OF STATE

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The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be INDUSTRIAL MERGER CORP.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The corporation is formed to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the corporation shall be One Thousand (1000) shares of common stock, and shall have a par value of one cent (\$.01) per share. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None

ARTICLE VI

The address of the corporation's initial registered office shall be 1300 Pancheri Drive, ^{Idaho Falls} Bonneville, State of Idaho 83402, and the name of its initial registered agent at such address is O. J. Hendrickson.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is two (2) and the names and

addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Jana Meyer
774 South 500 West
Salt Lake City, Utah 84101

Rockwell Schutjer
774 South 500 West
Salt Lake City, Utah 84101

ARTICLE VIII

The name and address of each incorporator is:

William Gates
1300 Pancheri Drive
Idaho Falls, Idaho 83402

ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 19th day of October, 1989.



William Gates

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