

Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

WILLIAMSON, INC.

was filed in the office of the Secretary of State on the 21st day
of October A.D. One Thousand Nine Hundred Fifty-eight and
duly recorded on Film No. 106 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
Burley in the County of Cassia

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 21st day of October,
A.D., 1958.

Secretary of State.

ARTICLES OF INCORPORATION
OF
BURLEY PARKING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, each and all ^{full-age}/citizens of the United States of America and residents of the State of Idaho, and residing at Burley, Cassia County, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end, do hereby adopt and execute the following ARTICLES OF INCORPORATION, and do hereby certify and declare:

I.

That the name of said corporation is and shall be BURLEY PARKING, INC.

II.

That said corporation is formed for the following purposes:

A. To promote better parking facilities in the City of Burley, State of Idaho; to deal in and traffic in real estate for the purpose of establishing parking lots and in connection therewith to buy, invest in, take lease, rent, option, or in any other manner acquire, own, hold, possess, develop, improve, maintain, manage, operate, sell, exchange, lease, convey, transfer, mortgage, give liens against, or in any other manner deal with, dispose of, or encumber real estate of all kinds and character, where-soever situate, and appurtenances thereunto belonging.

B. To operate parking lots in the City of Burley, Idaho, and in connection therewith to charge for parking thereon, in any manner including the installation of mechanical parking meters on said parking lots.

C. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, with any person, firm, association or corporation, municipality, state or government, or any subdivision, district or department thereof.

D. To buy, redeem, or otherwise acquire, own, hold, sell, re-issue, or cancel, any shares of its own capital stock when permitted by law; provided, however, that this corporation may not use any of its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

E. 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 bettering any of its business.

F. 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 recitation, expression or declaration of specific or special powers or 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.

III.

That the location and post office address of the registered office of the corporation shall be Burley, Cassia County, State of Idaho.

IV.

That, subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

V.

A. The total authorized number of shares to be issued by the corporation shall be 2,500, divided into classes and shares as follows:

(1) \$5,000.00 par value of Class A stock, divided into 500 shares of the par value of \$10.00 each.

(2) \$20,000.00 par value of Class B stock, divided into 2,000 shares of the par value of \$10.00 each.

B. All of such shares when fully paid are non-assessable.

C. The holders of Class B stock, in preference to the holders of Class A stock, shall be entitled to receive, when and as declared by the Board of Directors, out of the net profits of the corporation, cash dividends thereon at the rate of 3% per annum of the par value thereof. The declaration and payment of such dividends shall be entirely within the discretion of the Board of Directors, and the Board of Directors may, after the declaration and payment of a 3% dividend upon the outstanding Class B stock in any

calendar or fiscal year, in their discretion, declare and pay dividends on all outstanding Class A stock for such calendar or fiscal year. Dividends shall not be cumulative upon either class of stock.

D. (1) Holders of shares of Class B stock shall not be entitled to a vote by reason of the ownership thereof.

(2) Each holder of Class A stock shall be entitled to vote on all matters, one vote for each share of stock so held by him.

E. All unsold and unissued stock authorized by these articles of incorporation shall be issued and sold in units, each of which units shall consist of one share of Class A stock and four shares of Class B stock, and no unissued and unsold stock authorized by these articles of incorporation shall be issued or sold by the corporation or any of its officers or agents other than in such units.

F. In the event of any receivership, liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any payment or other distribution, whether in cash, property, or otherwise, shall be made to holders of Class A stock, the holders of Class B stock shall be entitled to receive for each share of such stock held by them, an amount equal to the par value thereof, plus an amount equal to all declared but unpaid dividends, but no more than an amount equal to the par value of each share of Class B stock plus an amount equal to all declared but unpaid dividends shall, in such event, be paid to holders of Class B stock.

G. This corporation may at any time, or from time to time, redeem the whole or any part of its Class B stock on the 2nd day of January or the 2nd day of July

of each year after July 1, 1956 upon not less than 30 days prior notice to holders of record, published, mailed, and given in such manner and form and on such terms and conditions as may be prescribed by the by-laws or by resolution of the Board of Directors. It may be redeemed by payment in cash an amount determined by the Board of Directors, which amount shall not be less than \$10.00 a share, plus an amount equal to all declared but unpaid dividends upon each share.

VI.

The Board of Directors shall have the power to repeal and amend the by-laws of the corporation, and adopt new by-laws, at any meeting of the Board of Directors, by two-thirds affirmative vote of the board, but the Board of Directors shall not make or alter any by-law fixing their qualifications, classification, term of office or compensation. All by-laws shall be subject to amendment, alteration and repeal by the stockholders at any annual meeting and at any special meeting called for such purpose.

VII.

No person shall be eligible to hold the office of director in this corporation unless he is the owner of record upon the books of the corporation at the time of his election of at least one share of Class A stock and four shares of Class B stock.

VIII.

The following are the names and post office addresses of the incorporators, together with the number of shares which are subscribed by each, set opposite their respective names:

<u>NAME</u>	<u>Post Office</u>	<u>No. of Shares of Stock</u>	
	<u>Address</u>	<u>Class A</u>	<u>Class B</u>

James Roper	Burley, Idaho	1	4
Glen Kunau	Burley, Idaho	1	4
George Crawford	Burley, Idaho	1	4
Hermon King	Burley, Idaho	1	4
Roma Rambo	Burley, Idaho	1	4
Kales E. Lowe	Burley, Idaho	1	4
H. C. Van Engelen	Burley, Idaho	1	4
William E. Toolson	Burley, Idaho	1	4
T. J. Sedam	Burley, Idaho	1	4
Lloyd Hollinger	Burley, Idaho	1	4
Kirby Wilson	Burley, Idaho	1	4
Truman Bradley	Burley, Idaho	1	4

IN WITNESS WHEREOF, The parties hereto have hereunto
set their hands and seals, this 30th day of September, 1958.

James Roper
Glen Kunau
George Crawford
Hermon King
Roma Rambo
Kales E. Lowe
H. C. Van Engelen
William E. Toolson
T. J. Sedam
Lloyd L. Hollinger
Kirby Wilson
Truman Bradley

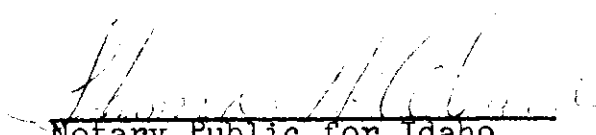
STATE OF IDAHO

County of Cassia

} ss.

On this 30th day of September, 1958, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared James Roper, Glen Kunau, George Crawford, Hermon King, Roma Rambo, Kales E. Lowe, H. C. Van Engelen, William E. Toolson, T. J. Sedam, Lloyd Hollinger, Kirby Wilson, Truman Bradley, known to me to be the persons whose names are subscribed to the within and foregoing 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, Idaho.