



CERTIFICATE OF INCORPORATION
OF

MEYERS TWO, 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: *March 6, 1987*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

REC.
ARTICLES OF INCORPORATION SEC. 1

OF

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MEYERS TWO, INC.

The undersigned, an Idaho corporation, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: Meyers Two, Inc.

ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

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

ARTICLE IV

Powers

The corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, including, but not limited to, all powers necessary or convenient to effect the corporation's purposes.

ARTICLE V

Shares

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of ten cents (\$.10) per share.

B. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right so to impose such restrictions, whether by provision in the Bylaws or otherwise.

C. Cumulative Voting. Cumulative voting of shares in the election of directors is mandatory.

ARTICLE VI

Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such

relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII

Indemnification

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Idaho Business Corporation Act, or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including without limitation the power to advance expenses and the power to purchase and maintain insurance with respect thereto), without regard to whether or not such powers are expressly provided for by the Idaho Business Corporation Act. The board of directors is hereby authorized on behalf of the corporation and without shareholder action to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

ARTICLE VIII

Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX

Voting

With respect to any of the following actions to be taken by the shareholders of the corporation, the affirmative vote or concurrence of the holders of two-thirds of all the outstanding shares of the corporation entitled to vote shall be required:

1. To amend these Articles of Incorporation.
2. To lend money to, to guarantee the obligations of, and to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation.
3. To sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without its goodwill, not in the usual or regular course of its business.
4. To merge or consolidate the corporation.

5. To dissolve the corporation voluntarily.
6. To revoke voluntary dissolution proceedings of the corporation.

ARTICLE X

Registered Office and Agent

The address of the initial registered office of the corporation is P.O. Box 821, 58 East First North, Rexburg, Idaho 83440, and the name of the corporation's initial registered agent at such address is James R. Meyers.

ARTICLE XI

Board of Directors

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

James R. Meyers	P.O. Box 821
	Rexburg, ID 83440

ARTICLE XII

Incorporator

The name and address of the incorporator is:

East-West, Inc.	P.O. Box 4272
	New Windsor, NY 12550

ARTICLE XIII

Amendments

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on March 5⁷ ~~December 31~~, 1986.

EAST-WEST, INC.

By Kent E. Nelson
Kent E. Nelson,
Attorney-In-Fact

STATE OF IDAHO)
) ss.
County of Ada)

On this 5th day of MARCH ~~January~~, 1987, before me, a Notary
Public in and for said State, personally appeared Kent E. Nelson,
known or identified to me to be the attorney-in-fact of the
corporation, East-West, Inc., that executed the within instrument
or the person who executed the instrument on behalf of said
corporation, and acknowledged to me that such corporation exe-
cuted the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal, on the day and year in this certificate first
above written.

(SEAL)

Jeanne E. Borchers
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 10-22-87