



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

WADDELL DISTRIBUTING, CO.

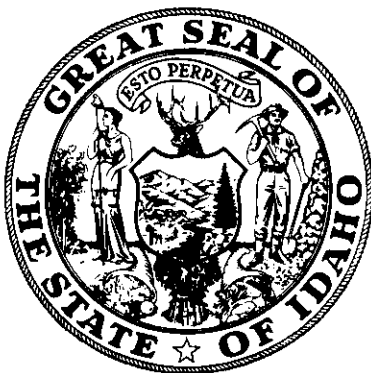
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WADDELL DISTRIBUTING, CO.

,
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 _____ August 4 _____, 19 30 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Miriam E. Astiachi

Corporation Clerk

RECEIVED

ARTICLES OF INCORPORATION
OF
WADDELL DISTRIBUTING, CO.

SECRETARY OF
STATE

We, the undersigned, being two natural persons of full age, all citizens of the United States or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private Corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is WADDELL DISTRIBUTING, CO.

ARTICLE TWO

PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE

DURATION

The duration of the Corporation is pertetual.

ARTICLE FOUR

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation shall be W. Brian Haderlie and the initial registered office shall be located at Route #4, Rexburg, Idaho 83440.

ARTICLE FIVE

STOCK

The total number of par value shares which the Corporation shall have authority to issue is Twenty-Five Thousand (25,000) each having a par value of One Dollar (\$1.00). The aggregate par value of the total authorized number of par value shares is Twenty-Five Thousand Dollars (\$25,000.00). There are no authorized shares without par value.

The stock of the Corporation is divided into Twenty-Five Thousand (25,000) shares of a single class, each share having equal rights and each share having one (1) vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX

BOARD OF DIRECTORS & BYLAWS

The Corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and its officers shall be established by the Bylaws of the Corporation. The Board of Directors shall have the authority to amend the Bylaws of the Corporation by a vote of a two-thirds (2/3) majority of the Board of Directors. However, the Board of Directors shall not have the power to

sell the business nor to sell a significant part of the Corporation assets without first obtaining the approval of two-thirds (2/3) of the share holders in the Corporation. Each member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE SEVEN

INCORPORATORS


The name and post office address of each of the incorporators is:

<u>Name</u>	<u>Address</u>	No. of Shares
R. Brent Jensen	Route #3 P. O. Box 150 Caldwell, Idaho 83605	1
W. Brian Haderlie	324 W 2300 S Clearfield, Utah 84015	1

Until such time as an election can be held, the above named incorporators shall constitute the Board of Directors.


Executed in duplicate this day of August, 1980.


R. Brent Jensen


W. Brian Haderlie

STATE OF IDAHO)
 :SS
COUNTY OF MADISON)

On this *15th* day of August, in the year of 1980,
before me, a Notary Public in and for said State, personally
appeared R. BRENT JENSEN and W. BRIAN HADERLIE, known to me
to be the persons whose names are subscribed to the within
instrument, and acknowledged to me that they executed the
same.



Notary Public
Residing In: *Septuag. Co.*
My Commission Expires: *9/20/82*