

95478.6142



**CERTIFICATE OF INCORPORATION
OF**

MANWARING ENTERPRISES, LTD.

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: June 04, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

MANWARING ENTERPRISES, LTD.

ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, being natural persons of the age of 18 years or more and acting as the incorporators of a for profit corporation to be organized pursuant to the provisions of the Idaho Business Corporation Act, Title 30 Chapter 1 of the Idaho Code, do hereby adopt the following Articles of Incorporation:

Article I

The name of the corporation is Manwaring Enterprises, Limited.

Article II

The duration of the corporation is to be perpetual.

Article III

The corporation is formed for the following purposes:

1. To own and manage real property located in the State of Idaho for income from rents and leases of such property.
2. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is twenty-five (25), all of such shares are without par value, and all of such shares are of one class and are designated as Common Stock.

Article V

The address of the initial registered office of the corporation in the State of Idaho is P.O. Box 51035, Idaho Falls, Idaho, 83405-1035. The initial registered agent of the corporation at such address is Kipp L. Manwaring. R/O physical address: 10235 Dorian Avenue, Idaho Falls, Idaho 83401.

Article VI

The number of directors to constitute the initial Board of Directors of the corporation is two (2). Thereafter, the number of directors of the corporation shall be fixed by, or in the manner provided in, its Bylaws. Any changes in the number of the Board of Directors shall be reported to the Secretary of State of the State of Idaho within thirty calendar days of such change.

The persons constituting the initial Board of Directors, until the first annual meeting of shareholders or until their successors be elected and qualify, are:

Kipp L. Manwaring	10235 Dorian Ave. Idaho Falls, Idaho 83401
Rebecca B. Manwaring	10235 Dorian Ave. Idaho Falls, Idaho 83401

Article VII

The Board of Directors may make, alter, and repeal the Bylaws of the corporation except any Bylaw the control over which is vested in the shareholders entitled to vote under the provisions of the Idaho Business Corporation Law.

Article VIII

The Board of Directors may hereafter authorize the creation and/or issuance of additional shares of stock with or without a par value, may or may not divide the shares into classes and set the number of shares in each class, and may designate the respective rights, preferences, and limitations of each class. The change, if any, of numbers of shares, classes of shares, and corresponding rights of those shares shall be reported to the Secretary of State of the State of Idaho within thirty calendar days of such change.

Article IX

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent.

Article X

In addition to the powers granted to corporations generally, this corporation shall have power to acquire, own, hold, lease, rent, mortgage or dispose of real and personal property, invest its funds in bonds, stocks or interest bearing accounts, and to make gifts or donations for charitable or educational purposes.

Article XI

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts.

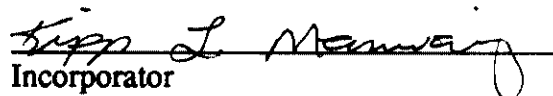
Article XII

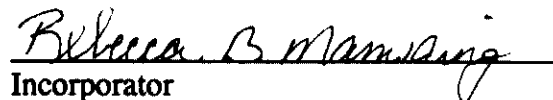
The name and street address of the incorporators are as follows:

Kipp L. Manwaring	10235 Dorian Ave. Idaho Falls, Idaho 83401
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Rebecca B. Manwaring	10235 Dorian Ave. Idaho Falls, Idaho 83401
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IN WITNESS WHEREOF, we have subscribed our signatures this 31 day of May, 1991.


Incorporator


Incorporator