

Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, 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

D & M DEVELOPMENT CO., INC.

was filed in the office of the Secretary of State on the **Twenty-seventh** day of **October**, A.D. One Thousand Nine Hundred **Sixty-four** and ~~will be~~ duly recorded on ~~microfilm~~ 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 **Pocatello** in the County of **Bannock**.

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 **27th** day of **October**, A.D., 19 **64**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

D & M DEVELOPMENT CO., INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all of whom are of full age, citizens of the United States of America, and residents of the State of Idaho, have this day voluntarily associated ourselves together, and do hereby, and by these ARTICLES OF INCORPORATION, unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of this corporation shall be "D & M DEVELOPMENT CO., INC.".

II.

The location and post office address of the registered office of this corporation in the State of Idaho shall be 217 Dietrich Building, Pocatello, Bannock County, Idaho.

III.

This corporation shall have perpetual existence.

IV.

The purposes for which this corporation is formed, and the pursuit of business to be engaged in, is, and shall be:

(a) To do all acts permitted by Chapter I, Title 30 of the Idaho Code, and to this end, to buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade and dispose of real and personal property.

*Law
Office
C. R. Baum
and
Ben Peterson
Pocatello
Idaho*

*John B. Hugler
Associate*

(b) The general nature of its business shall be to act for itself, or as agent for others in the matter of receiving and acquiring leases for real estate, for the construction of buildings, for the leasing of buildings, for the mortgaging of real property and personal property and to organize, develop and create, by leases, mortgages, and otherwise, businesses, retail and wholesale, to operate and function upon property owned by or leased by or held by the corporation, and for the managing thereof.

(c) To invest the capital of the company for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands acquired by the company and of managing such properties, securing tenants, and lessees.

(d) Subject to the provisions of law, the company may purchase or otherwise acquire, hold, and re-issue the shares of its capital stock.

(e) To acquire by purchase, subscription or otherwise, and to hold or dispose of stocks, bonds, or any other obligations of any corporations formed for, or then or theretofore or thereafter engaged in or pursuing any one or more of the kinds of business, purposes, objects or operations above indicated, or owning or holding any property of any kind herein mentioned, or of any corporation owning or holding the stocks or obligations of any such corporation. To acquire and hold for investment, or otherwise to acquire and use, and to sell or dispose of, any stock, bonds or other obligations of any such corporations.

*Law
Offices
C. R. Baum
and
Ben Peterson
Pocatello
Idaho*

*John B. Hugler
Associate*

(f) In the purchase or acquisition of property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs, and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public, or municipal, or body politic, and with the Government of the United States, or any state, territory or colony thereof.

(h) To remunerate any person, firm, syndicate, association or corporation for services rendered or to be rendered directly or indirectly, in selling, placing of any shares of the capital stock, bonds, debentures or other securities issued, owned or controlled by the corporation, or by any other corporation in which it is interested, or in or about the formation, promotion or operation of the corporation, or in the conduct of its business and affairs or the protection of its property and interests, either in cash, stock, bonds or other securities, commissions or otherwise.

*Law
Offices
C.R. Baum
and
Ben Peterson
Pocatello
Idaho*

*John B. Hugler
Associate*

(i) In general, but in connection with the foregoing, the company may carry on any other business, whether manufacturing or mining, or otherwise, and have and exercise all the powers conferred by the laws of Idaho upon corporations formed under the laws of said state; it being hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

V.

The capital stock of this corporation shall be TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00) divided into ten thousand (10,000) shares of common stock, each share to have a par value of One Dollar (\$1.00). This stock shall be nonassessable.

VI.

The business, corporate powers and property of the company shall be exercised, conducted and controlled by a Board of not more than five (5) Directors, who shall have the power to repeal and amend, and adopt new By-Laws of, and for the company, and to hold their meetings, pursuant to the provisions of the By-Laws, and at such places, and at such times as the Board of Directors may, by Resolution, direct, or by act of the Board, may fix, both within and without the State of Idaho.

VII.

The names and addresses and the amount of stock subscribed by each incorporator, are as follows:

*Law
Office
C.R. Baum
and
Ben Peterson
Pocatello
Idaho*

*John B. Hugler
Associate*

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Roy F. Miller, Sr.	217 Dietrich Bldg., Pocatello, Idaho	10
Roy F. Miller, Jr.	217 Dietrich Bldg., Pocatello, Idaho	10
Kenneth E. Douglass	217 Dietrich Bldg., Pocatello, Idaho	10

IN WITNESS WHEREOF, we have hereunto set our hands
and seals in triplicate this 12th day of October, 1964.

Ken E. Douglass (SEAL)
Pocatello, Idaho

Roy F. Miller Jr. (SEAL)
Pocatello, Idaho

Roy D. Nicolson (SEAL)
Pocatello, Idaho

*Law
Offices
C. R. Baum
and
Ben Peterson
Pocatello
Idaho*


*John B. Hugler
Associate*

STATE OF IDAHO)
 : SS.
COUNTY OF BANNOCK)

On this 12th day of October, 1964, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Roy F. Miller, Sr., Roy F. Miller, Jr., and Kenneth E. Douglass, known to me to be the persons whose names are subscribed to the within 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.

*Law
Offices
O.R. Baum
and
Ben Peterson
Pocatello
Idaho*


NOTARY PUBLIC FOR IDAHO
RESIDING AT: POCATELLO, IDAHO

(SEAL)

*John B. Hugler
Associate*