

CERTIFICATE OF INCORPORATION
OF

XIT CORPORATION

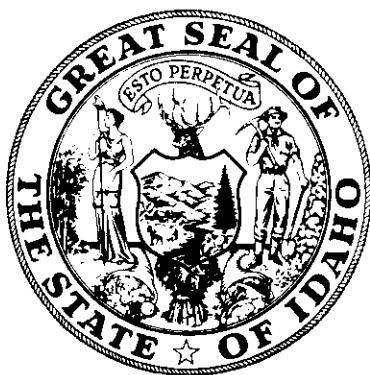
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

XIT 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: February 28, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

XIT CORPORATION

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. NAME. The name of the corporation is XIT Corporation.

ARTICLE TWO. PURPOSES. The purpose of the corporation is to engage in ranching and farming operations and to further engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE. DURATION. The period of duration of the corporation is perpetual.

ARTICLE FOUR. REGISTERED OFFICE AND REGISTERED AGENT. The address of the corporation's initial registered office in the State of Idaho is Route B, Box 139, City of Bruneau, County of Owyhee, State of Idaho 83604. The name of the corporation's initial registered agent at such address is Kim Astle.

ARTICLE FIVE. STOCK. The total authorized number of par value shares of stock is 10,000. The aggregate par value of the total authorized number of par value shares is \$10,000.00.

ARTICLE SIX. NON ASSESSABILITY OF STOCK. The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities or

engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE SEVEN. DIRECTORS. The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

George Astle	Route B, Box 139 Bruneau, Idaho 83604
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Kim Astle	Route B, Box 139 Bruneau, Idaho 83604
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Virginia Astle	Route B, Box 139 Bruneau, Idaho 83604
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ARTICLE EIGHT. INCORPORATOR. The name and address of the incorporator is:

Kim Astle	Route B, Box 139 Bruneau, Idaho 83604
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ARTICLE NINE. TRANSFER OF SHARES. No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who desires to sell his stock and every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required at the time of the taking of the

annexed inventory, as hereinafter provided for, to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 26th day of February, 1935.

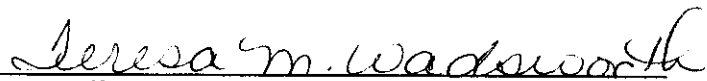


Kim Astle

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE.)

On this 26th day of February, in the year 1935, before me, the undersigned, a Notary Public in and for said State, personally appeared KIM ASTLE, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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 Mtn. Home, Idaho