



**CERTIFICATE OF INCORPORATION
OF**

LUSTY 38, 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: February 9, 1988



A handwritten signature of Pete T. Cenarrusa in black ink.

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
LUSTY 38, INC.

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

FIRST: The name of the corporation is LUSTY 38, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is
organized are the transaction of any or all lawful business for
which corporations may be incorporated under the Idaho Business
Corporation Act.

FOURTH: The aggregate number of shares which the
corporation shall have authority to issue is one thousand
(1,000), said shares being common shares with no par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal
affairs of the corporation shall be determined by the Board of
Directors and shall be specified in the by-laws of this
corporation.

SEVENTH: The address of the initial registered office of
the corporation is Rt. 2, Kimberly, ID 83341 (2 miles west and 1
mile south of Kimberly), and the name of the initial registered
agent at such address is Connie Wolters.

EIGHTH: The number of directors constituting the initial

Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as that director is:

<u>NAME</u>	<u>ADDRESS</u>
Steven Wolters	Rt. 2, Kimberly, ID 83341

The initial director shall serve until the first meeting of shareholders or until his successor is elected. The first meeting of the shareholders shall be held within 90 days from the date of incorporation, at which meeting one (1) or more directors shall be elected in the manner provided for in the by-laws of the corporation. This (These) director(s) shall serve until the first annual meeting of the shareholders or until his/her (their) successor(s) is (are) elected.

The number of directors may be increased or decreased from time to time by resolution of the Board of Directors, provided that any reduction shall only take effect upon the death, resignation, or removal of any existing director(s). The director(s) shall be elected by the shareholders at such time and place and in such manner as shall be provided for in the by-laws of the corporation.

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Steven Wolters	Rt. 2, Kimberly, ID 83341

TENTH: The director(s) shall have full and complete power and authority to carry on and conduct all of the business of the corporation to the same effect and extent as though specifically authorized at meetings of the shareholders. The director(s)

shall elect a President, a Secretary, and a Treasurer, as provided in the by-laws, and may elect such other officers as the by-laws may authorize.

In addition to, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make, alter, amend, and rescind the by-laws of this corporation; from time to time to fix and determine and to vary the amount to be reserved as working capital over and above its capital stock paid in, and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

2. To sell, exchange, assign, convey, or otherwise dispose of a part of the property, assets, and effects of the corporation, less than the whole or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable without the assents of the shareholders in writing or otherwise.

3. From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have the right of inspecting any account or book or document of this

corporation, except as conferred by statute or as authorized by the director(s) or by resolution of the shareholders.

4. To fill vacancies occurring in the Board from any cause and, by resolution or resolutions passed by a majority of the whole board, to designate one or more of the directors and/or officers of this corporation who, to the extent provided in said resolution or resolutions, or in the by-laws of this corporation (except the power to make, alter, amend, or rescind the by-laws and the power to remove and elect officers), may have the power to authorize the corporate name and/or seal to be affixed to all papers that may require it or them.

Each and/or any director of this corporation is exempt from personal liability to the corporation or its shareholders for monetary damages for any breach of his/her fiduciary duty as a director, except as limited by Idaho Code section 30-1-54(2).

I, THE UNDERSIGNED, for the purpose of forming a corporation to do business both within and without the State of Idaho, pursuant to the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 26th day of January, 1988.

A handwritten signature in black ink, appearing to read "Steven C. Walter", is written over a horizontal line.

ACKNOWLEDGMENT

STATE OF IDAHO)
)
 ss.
County of Twin Falls)

On this 26th day of January, 1988, before me, Stephen P. Gibson, a Notary Public for the State of Idaho, personally appeared Steven Wolters, known to me to be the person who signed the foregoing instrument, and acknowledged that he executed the same freely and voluntarily for the uses and purposes therein stated.



NOTARY PUBLIC, State of Idaho

My commission expires 7/30/93