



**CERTIFICATE OF INCORPORATION
OF**

WEAVER-YOUNG & COMPANY, 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:

NOVEMBER 28, 1989



SECRETARY OF STATE

by:

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION

OF

89 NOV 28 AM 8 19

WEAVER-YOUNG & COMPANY, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be WEAVER-YOUNG & COMPANY, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III:

The purposes for which said corporation is formed are to engage in 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 150,000 shares, of \$1.00 par value.

ARTICLE V.

The location and post office address of the corporation's registered office and primary office of business shall be 507 Seventeenth Avenue South, Nampa, Idaho 83651. The

1 registered agent shall be Donald B. Young, 507 Seventeenth Avenue
2 South, Nampa, Idaho, 83651.

3 ARTICLE VI.

4 The names and post office addresses of the incor-
5 porators are as follows:

6	7	8	9
	<u>Name</u>	<u>Post Office</u>	<u>Address</u>
8	Donald B. Young	507 Seventeenth Avenue South	Nampa, Idaho 83651
9			
10	Maurice C. Weaver, Jr.	14616 Locust Lane	Nampa, Idaho 83686

11 The names and post office addresses of the directors
12 are as follows:

13	14	15	16
	<u>Name</u>	<u>Post Office</u>	<u>Address</u>
14	Donald B. Young	507 Seventeenth Avenue South	Nampa, Idaho 83651
15			
16	Harry H. Phillips	2021 Louisana Drive	Nampa, Idaho 83686
17			
18	Maurice C. Weaver, Jr.	14616 Locust Lane	Nampa, Idaho 83686

19 ARTICLE VII.

20 The Board of Directors shall consist of three (3)
21 directors, but during their term of office, or thereafter, the
22 number of directors may be increased or decreased from time to
23 time as may be provided by the By-Laws; provided, however, that
24 the number of directors constituting the Board of Directors shall
25 not be less than two (2) nor more than six (6).
26

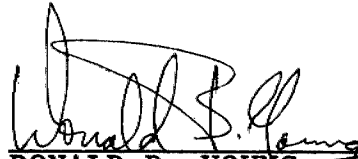

1 ARTICLE VIII.

2 The Board of Directors, by a majority vote, shall have
3 the power to adopt By-Laws, and to repeal and amend By-Laws.

4 ARTICLE IX.

5 No contract or other transaction between the
6 corporation and any other corporation, whether or not a majority
7 of the shares of the capital stock of such other corporation is
8 owned by the corporation, and no act of the corporation, shall be
9 in any way affected or invalidated by the fact that any of the
10 directors of the corporation are pecuniarily or otherwise
11 interested in, or are directors or officers of such other
12 corporation; any director individually, or any firm of which such
13 director may be a member, may be a party to, or may be
14 pecuniarily or otherwise interested in, any contract or
15 transaction of the corporation, provided that the fact that he or
16 such firm is so interested shall be disclosed or shall have been
17 known to the Board of Directors; and the director of the
18 corporation who is also so interested, may be counted in
19 determining the existence of a quorum at any meeting of the Board
20 of Directors of the corporation of the corporation which shall
21 authorize such contract or transaction, with like force and
22 effect as if he were not such director or officer of such other
23 corporation, or not so interested.

1 IN WITNESS WHEREOF, the undersigned incorporators of
2 said corporation have hereunto set their hands and seals this
3 27th day of November, 1989.

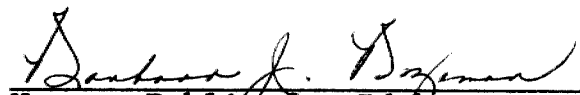
4
5
6 
DONALD B. YOUNG
7 
MAURICE C. WEAVER, JR.

8
9
10 STATE OF IDAHO)
11) ss
County of Canyon)

12 On this 27th day of November, 1989, before me, the
13 undersigned, a Notary Public in and for said State, personally
14 appeared before me DONALD B. YOUNG and MAURICE C. WEAVER, JR.,
known to me to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they executed the
same.

15 IN WITNESS WHEREOF, I have hereunto set my hand and
16 affixed my official seal the day and year in this certificate
first above written.

17
18
19 (SEAL)


Notary Public for Idaho
Residing at Nampa, Idaho