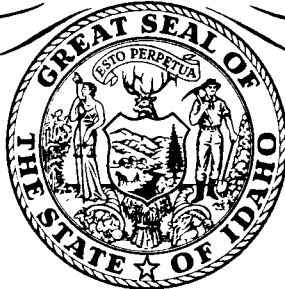


State of Idaho



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

HALDEMAN & WILLIAMSON, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-third** day
of **April** A.D. One Thousand Nine Hundred **Sixty-five** and
will be duly recorded on Film No. **-----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
McCall, in the County of **Valley.**

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 **23rd** day of **April**,
A.D., 19**65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

ARTICLES OF INCORPORATION
OF
HALDEMAN & WILLIAMSON, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of the corporation is "HALDEMAN & WILLIAMSON, INCORPORATED".

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The location and Post Office address of the registered office of the corporation is McCall, Valley County, Idaho.

ARTICLE IV

The corporation is authorized to issue one class of shares of capital stock to be designated as common stock.

The total number of par value shares authorized to be issued is two hundred fifty (250) shares of the par value of One Hundred Dollars (\$100.00) per share. The aggregate par value of said authorized shares is Twenty Five Thousand Dollars (\$25,000.00). Transfer of said shares of stock is restricted under a Shareholders Agreement which agreement shall be on file at the registered office of the corporation and shall be referred to on all issued stock certificates of the corporation.

ARTICLE V

The purposes for which the corporation is formed are:

(a) To develop real estate including buildings and improvements of all kinds whatsoever thereto and thereon; to construct, repair, and maintain all types of buildings and improvements to land; and to make, perform, and carry out contracts of every kind and description made for any lawful purpose in connection with the foregoing.

(b) To purchase, lease and otherwise acquire, hold, operate mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in the State of Idaho and in all other states; territories and dependancies of the United States; to purchase the good will, business and all other property of any individual, firm or corporation as a going concern and to assume all its debts, contracts and obligations providing said business is authorized by the powers herein conferred.

(c) To own, acquire, build, construct or repair buildings for rental and business purposes and to operate, handle and conduct the

1 same as and for rental and business purposes; to own, acquire or
2 purchase any and all kinds of real or personal property of whatso-
3 ever kind or nature to be used in connection with or for any of the
4 purposes of this corporation.

5 (d) To lend, or advance money or to invest money in any cor-
6 poration, business, association or individual wherever situated or
7 located, with or without security as directed or authorized by the
8 Board of Directors of this corporation.

9 (e) To borrow money in the purchase or acquisition of proper-
10 ty, business rights or franchises or for additional working capital
11 or for any other object in or about its business or affairs and
12 without limit of amount; to incur debts and to raise, borrow and
13 secure the payment of money in any lawful manner including the is-
14 sue and sale or other disposition of bonds, warrants, debentures,
15 obligations, negotiable and transferable instruments and evidences
16 of indebtedness of all kinds whether secured by mortgage, pledge,
17 deed of trust or otherwise.

18 (f) To enter into, make and perform and carry out contracts
19 of every sort and kind with any person, firm, association or cor-
20 poration, municipality, body politic, country, territory, state,
21 government or colony or dependency thereof and without limit as to
22 amount; to draw, make, accept, endorse, discount, execute and issue
23 promissory notes, drafts, bills of exchange, warrants, bonds, de-
24 bentures and other negotiable or transferable instruments or evi-
25 dences of indebtedness, whether secured by mortgage or otherwise,
26 so far as may be permitted by the laws of the State of Idaho.

27 (g) To endorse, guarantee and secure the payment and satis-
28 faction of the bonds, coupons, mortgages, deeds of trust, deben-
29 tures, securities, obligations, evidences of indebtedness and shares
30 of capital stock of other corporations and also to guarantee the
31 payment or satisfaction of the dividends on shares of the capital
32 stock of other corporations as far as and to the extent that the
same may be permissible under the laws relating to domestic corpor-
ations of the State of Idaho.

23 (h) To purchase and otherwise acquire any and all letters
24 patent and similar rights guaranteed by the United States or any
25 other country or government, licenses and the like, or any other
26 interests therein or any inventions which may seem capable of being
27 used for or in connection with any of the objects or purposes of
28 said corporation and to use, develop, sell and grant licenses in
29 respect to or other interest in the same and otherwise turn the
30 same to account.

31 (i) To purchase, sell, acquire or otherwise become interested
32 in any stocks, bonds, mortgages, debentures, notes, commercial pa-
pers, subscription warrants, voting trust certificates and other se-
curities, choses in action, evidences of indebtedness or other obli-
gations of any nature, whether of domestic or foreign corporations,
bodies politic, associations, firms, syndicates or individuals, and
whether by purchase, investment, underwriting, by original subscrip-
tion, participation in syndicates with others or otherwise and irre-
spective of whether or not such securities are fully paid or subject

1 to further payment whether with a view to investment or for resale
2 or for any other legal and lawful purpose.

3 (j) To organize or cause to be organized under the laws of
4 the State of Idaho, or any other state, district, territory, pro-
5 vince or government, a corporation or corporations for the purpose
6 of accomplishing any or all of the objects for which this corpora-
tion is organized and to dissolve, wind up, liquidate, merge or con-
solidate any such corporation or corporations or to cause the same
to be dissolved, wound up, liquidated, merged or consolidated.

7 (k) To do each and all things herein set forth to the same
8 extent and as fully as natural persons might do or could do in the
State of Idaho, or in any other state, country or place.

9 (l) In general, but in connection with the foregoing, said
10 corporation shall have and exercise all the powers conferred by the
11 laws of the State of Idaho, upon business corporations, it being
12 hereby expressly provided that the foregoing enumeration of specif-
ic purposes shall not be held to limit or restrict in any manner
such general powers.

13 (m) To do each and every thing necessary, suitable or proper
14 for the accomplishment of any of the purposes or the attainment of
15 any one or more of the objects herein enumerated, or which shall at
16 any time appear conducive to or expedient for the protection or
benefit of this corporation.

17 (n) In general, to carry on any other lawful business whatso-
18 ever in connection with the foregoing or which is calculated, dir-
19 ectly or indirectly, to promote the interest of the corporation or
to enhance the value of its properties, and to perform other acts
which may be incidental to the proper carrying on of said business.

20 (o) To acquire, hold, sell, re-issue, or cancel any shares
21 of its own capital stock, provided, however, that this corporation
22 may not use any of its funds or property for the purchase of its
23 own common stock when such use would cause any impairment of the
capital of this corporation, and provided, further, that the shares
of its own capital stock belonging to this corporation shall not be
voted directly or indirectly.

24 ARTICLE VI

25 The names and Post Office addresses of the incorporators and
26 first Board of Directors of this corporation, each of whom is a
27 natural person of full age and a citizen of the United States of
America, and the number of shares subscribed by each are as follows:

28 <u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>SHARES</u>
29 Robert V. Williamson	McCall, Idaho	50
30 Jesse J. Haldeman	McCall, Idaho	50
31 Sheldon D. Haldeman	McCall, Idaho	50

1 ARTICLE VII

2 The directors of this corporation shall be shareholders.

3 ARTICLE VIII

4 The private property of the stockholders of the corporation
5 shall not be subject to the payment of corporate debts to any ex-
6 tent whatever, and the shares of the corporation shall not be sub-
7 ject to assessment for the purpose of paying expenses, conducting
8 business, or paying debts of the corporation.

9 ARTICLE IX

10 A voluntary sale, lease or exchange of all of the property
11 and assets of the corporation, including its good-will and its cor-
12 porate franchises, may be made by the Board of Directors upon such
13 terms and conditions as it may deem expedient and for the best in-
14 terests of the corporation.

15 ARTICLE X

16 No contract or other transaction between the corporation and
17 any other corporation and no act of the corporation shall in any
18 way be affected or invalidated by the fact that any of the Direc-
19 tors of the corporation are pecuniarily or otherwise interested in,
20 or are Directors or officers of, such other corporation; any Dir-
21 ector individually, or any firm of which any Director may be a mem-
22 ber, may be a party to, or may be pecuniarily or otherwise inter-
23 ested in, any contract or transaction of the corporation, provided
24 that the fact that he or such firm is so interested shall be dis-
25 closed or shall have been known to the Board of Directors or a
26 majority thereof; and any Director of the corporation who is also
27 a director or officer of such other corporation, or who is so in-
28 terested may be counted in determining the existence of a quorum
29 at any meeting of the Board of Directors of the corporation which
30 shall authorize any such contract or of such transaction with like
31 force and effect as if he were not such director or officer of such
32 other corporation or not so interested.

33 ARTICLE XI

34 The Board of Directors is expressly authorized to repeal and
35 amend the By-Laws of the corporation and to adopt new By-Laws, and
36 the corporation reserves the right to amend, alter, change or re-
37 peal, any provision contained in these Articles of Incorporation,
38 in the manner now, or hereafter, prescribed by law, by a majority
39 vote of the shareholders or at any meeting duly called for that
40 purpose, except where the laws of the said State of Idaho other-
41 wise provide.

42 IN WITNESS WHEREOF, We, the undersigned, constituting the
43 incorporators of this corporation, have executed these Articles

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Sheldon D. Haldeman

Robert V. Williamson

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