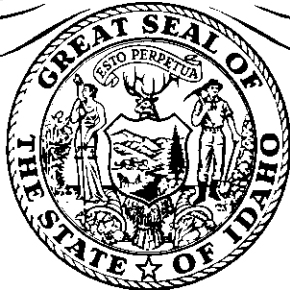


State of Idaho



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

P & R DEVELOPMENT, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day
of **September**, A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **120** 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
Boise in the County of **Ada**

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 **17th** day of **September**,
A.D., 19 **62**.

Secretary of State.

P & R DEVELOPMENT, INC.

A corporation organized under the laws of the State of Idaho

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three natural persons of full and lawful age, and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

That the name of this corporation shall be:

P & R DEVELOPMENT, INC.

II.

That the purposes for which this corporation is formed are:

(A) To carry on and conduct any and all kinds of business pursuits, occupation, vocation, trades, arts and crafts, as principal or agent, without restriction as to type, level or geographical location, and to carry on and conduct any and all other activities logically incident thereto or connected therewith or which are or may be customarily carried on by other persons or corporations engaged in businesses of a similar nature.

(B) Without intent in any way to modify, restrict, or diminish the broad purposes outlined in sub-paragraph (A) hereof, certain specific purposes and powers, in aid thereof, are set forth and enumerated as follows:

(1) To purchase, or otherwise, acquire, own, hold, lease, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of, to guarantee, and to invest, trade and deal in and with personal property of every class and description.

(2) To purchase or otherwise acquire, own, hold, lease, sell,

exchange, assign, transfer, mortgage or otherwise dispose of, to invest, trade and deal in and with real property, and any and all interests therein, and to develop, improve, subdivide and otherwise operate the same.

(3) To purchase, lease or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property of every kind, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in or authorized to conduct any business or owning property, and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

(4) To pay out of the funds of this corporation all costs and expenses of, and incidental to, the incorporation and organization of this corporation.

(5) To apply for, obtain, register, purchase, lease, or otherwise acquire, to hold, use, own, operate, and introduce, to sell, assign, or otherwise dispose of any trade-marks, trade names, copyrights, patents, inventions, improvements, and processes used in connection with or held under letters patent of the United States, or elsewhere; and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, trade names, copyrights, patents, licenses, processes and the like, or any such property or rights.

(6) To lend money and to negotiate and make loans, either on its own account or as agent or broker for others.

- (7) To borrow money, to issue bonds, debentures, notes and other obligations of this corporation, and to mortgage, pledge, hypothecate or convey in trust, any or all of its property to secure the payment thereof.
- (8) To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, and to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidences of indebtedness.
- (9) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department thereof.
- (10) To acquire, purchase, hold, cancel, reissue, sell, transfer, and pay for in cash, or otherwise, shares of stock, bonds or notes of this or any other corporation.
- (11) To engage in and conduct any and all kinds of manufacturing business.
- (12) To do and conduct any and all such other acts, things, business or businesses in any manner connected with or necessary incidental, convenient or ^{resulting} auxiliary to any of the purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in advancing its purposes, or for the purpose of attaining or furthering any of its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law, and in any

part of the world.

(13) ⁺_to have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(14) To conduct business in the State of Idaho, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices outside of the State of Idaho, as well as within said state, ~~and to hold, purchase, mortgage, and convey real and personal property outside of the State of Idaho, as well as within said state.~~

(15) To enter into any kind of agreement, profit-sharing stock-option or pension-trust plan with employees and officers of the corporation, that may be deemed advantageous by the Directors of the corporation, under which such employees and officers shall or may be rewarded for past and future services rendered or to be rendered to the corporation.

(16) The corporation shall have the power to secure and indemnify the officers and Board of Directors of the corporation for and against any damage whatsoever suffered by them by reason of their acts performed in the conduct of the business of the corporation.

(C) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed

to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

(D) The incorporators have intentionally omitted from these Articles any statement which might now or hereafter be construed as showing an intent on their part to limit, restrict, or otherwise diminish the power of the corporation to engage, now and hereafter, without limitation, in any field of profit-making endeavor, not otherwise prohibited by law. They and each of them intend, by the foregoing paragraphs setting forth the purposes of this corporation, to make it clear that their joint and several purposes are to permit this corporation to engage without restriction in any lawful activity whatsoever.

III.

This corporation shall exist in perpetuity or until dissolved by operation of law or appropriate action taken by its stockholders.

IV.

The location and post office address of the registered office of this corporation, in the State of Idaho, Suite 616 Idaho First National Bank Bldg. Boise, Ada County, Idaho.

V.

This corporation shall be authorized to issue _____
(2500) shares of common capital stock of the par value of One Hundred (\$100.00) Dollars each, and the aggregate par value of Two Hundred fifty Thousand (\$250,000.00) Dollars.

VI.

No share or shares of stock of this corporation shall be sold or issued except for full par value in money or money's worth, and when so sold and

issued each share shall be, and shall be described on the face thereof as, fully paid and non-assessable. No certificate shall be issued by this corporation for any fractional share, either as such or in combination with one or more full shares.

VII.

No contract, act, or transaction of this corporation with any person, firm, or corporation, shall be affected or invalidated by the fact that any director of this corporation is a party to, or interested in such contract, act, or transaction, or in any way connected with such person, firm, or corporation, each person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested.

VIII.

The Board of Directors of this corporation shall be elected by the shareholders entitled to vote at each annual meeting of shareholders. There shall be not less than three (3) nor more than eleven (11) members of any board of directors, and each board shall consist of three (3), five (5), seven (7), nine (9), or eleven (11) members as shall be determined by the shareholders at each such meeting. Directors need not be shareholders.

IX.

The names of the incorporators who have been appointed to act as Directors of this corporation until the election and qualification of their successors at the First (Organizational) meeting of Incorporators are set forth below, with the post office address of each set opposite his name:

Wylie A. Prather	103 Willoway Drive, Boise, Idaho
Zella M. Prather	103 Willoway Drive, Boise, Idaho
Harold A. Ranquist	616 Idaho First National Bank Bldg., Boise, Idaho

Below are the names of the incorporators of this corporation, and set opposite the name of each is his post office address and the number and class

of shares for which he has subscribed:

<u>Name of Incorporator</u>	<u>P. O. Address</u>	<u>Shares Common</u>
Wylie A. Prather	103 Willoway Drive Boise, Idaho	1
Zella M. Prather	103 Willoway Drive Boise, Idaho	1
Harold A. Ranquist	616 Idaho First Natl. Bank Bldg. Boise, Idaho	1

XI.

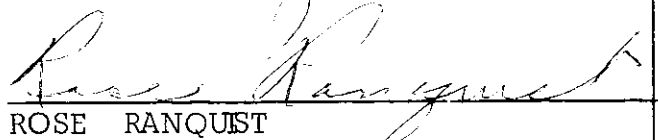
All of the subscribers to these Articles of Incorporation and all of the persons, above named, constituting the first Board of Directors of this corporation, are of lawful age, citizens of the United States and legal residents of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals
this 14th day of September, 1962.


WYLIE A. PRATHER


ZELLA M. PRATHER


HAROLD A. RANQUIST


ROSE RANQUIST

STATE OF IDAHO)
) ss.
County of Ada)

On this 14th day of September, 1962, before me, the undersigned, a notary Public in and for said County and State, personally appeared WYLIE A. PRATHER, ZELLA M. PRATHER, and HAROLD A. RANQUIST, known to me to be the persons whose names are subscribed to the foregoing 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.

Mary Jean Holman
Notary Public for the State of Idaho
Residing at: Burien, Idaho
My commission expires: 11/3/64

(SEAL)