



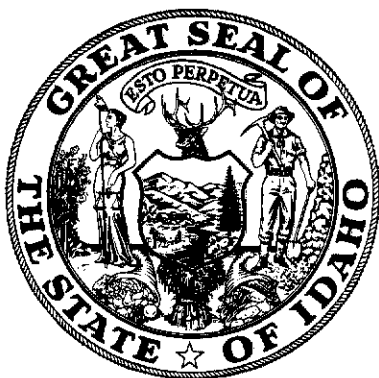
**CERTIFICATE OF INCORPORATION
OF**

F & M ENTERPRISES, 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: **August 21, 1986**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa", is written over a horizontal line.

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

F & M ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we hereby certify in writing:

ARTICLE I
NAME

The name of the corporation shall be F & M Enterprises, Inc.

ARTICLE II
PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE III
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 61 West, 600 South, Jerome, Idaho 83338. The post office address of the registered office of said corporation in the State of Idaho, County of Jerome, shall be 61 West, 600 South, Jerome, Idaho 83338. Florence R. Harper shall be the registered agent at the address set forth above.

ARTICLE V
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have no par value.

ARTICLE VI
INCORPORATORS

Following are the names and mailing addresses of the incorporators:

NAME OF INCORPORATORS

MAILING ADDRESS

Florence R. Harper

61 West, 600 South
Jerome, Idaho 83338

Megnild J. Harper

61 West, 600 South
Jerome, Idaho 83338

ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VIII
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of August, 1986.



Florence R. Harper

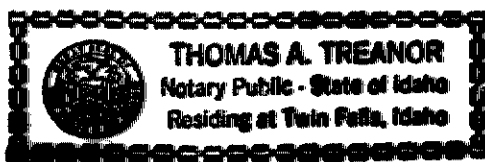


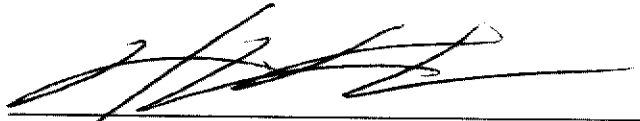
Megnild J. Harper

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

On this 18th day of August, 1986, before me, the undersigned, a notary public in and for said county and state, personally appeared Florence R. Harper, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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



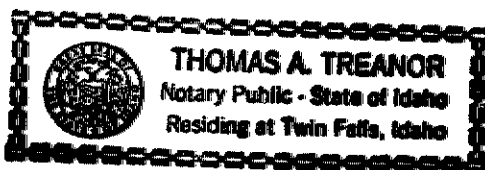



Notary Public for Idaho
Residing at Twin Falls, Idaho

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

On this 18th day of August, 1986, before me, the undersigned, a notary public in and for said county and state, personally appeared Megnild J. Harper, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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





Notary Public for Idaho
Residing at Twin Falls, Idaho

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