



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

PHELPS-TOINTON, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **PHELPS-TOINTON, INC.**

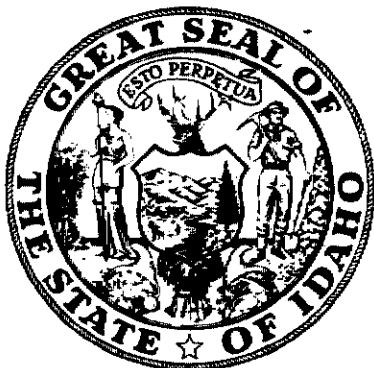
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **PHELPS-TOINTON, INC.**

to transact business in this State under the name **PHELPS-TOINTON, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 26, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

M. J. Fineman

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Phelps-Tointon, Inc.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 14, 1989 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. One Greeley National Plaza, 822 - 7th Street, Greeley, Colorado 80632
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Rider Attached	

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: April 11, 1989

Phelps-Tointon, Inc

(Corporation Name)

By

Robert G. Tointon, Its President/ ~~Vice President~~ (please specify)

and

Betty L. Tointon
Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF Colorado)
) ss:
COUNTY OF Weld)

I, Joyce Ruff, a notary public, do hereby certify that on this 11 day of April, 19 89, personally appeared before me Robert G. Tointon, who being by me first duly sworn, declared that (s)he is the President of Phelps-Tointon, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Seal

My Commission expires: 3-4-91

Name:

Joyce Ruff
Notary Public

JOYCE RUFF

RIDER
OF
PHELPS-TOINTON, INC.

Robert G. Tointon	Director	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632
Joseph F. Phelps	Director	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632
Betty L. Tointon	Director	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632
Robert G. Tointon	President	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632
Joseph F. Phelps	Vice President	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632
Betty L. Tointon	Secretary-Treasurer	One Greeley National Plaza 822 - 7th Street Greeley, Colorado 80632

State of Delaware



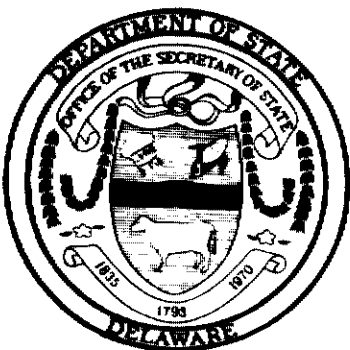
PAGE 1

69 APR 26 PM 8 54

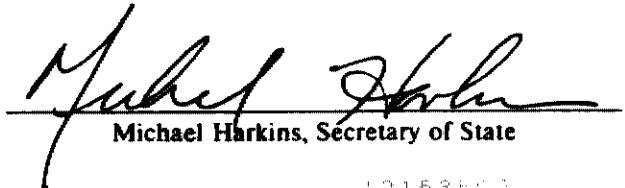
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PHELPS-TOINTON, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1



729111096


Michael Harkins, Secretary of State

AUTHENTICATION:

12153502

DATE:

04/21/1989