

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

H & K, INC.

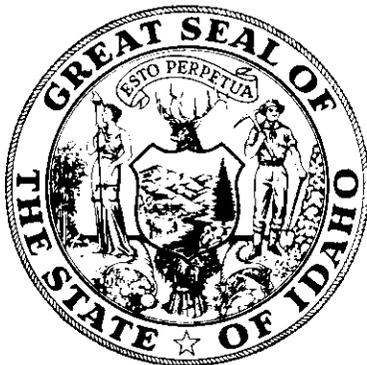
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____
H & K, INC.

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.

October 13, 1981

Dated:



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

H & K, INC.

WE, the undersigned, being natural persons of full age and citizens of the United States, hereby incorporate ourselves under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is H & K, Inc, and such corporation shall be perpetual.

ARTICLE II

PURPOSES AND POWERS

The purpose of this corporation is to do any or all of the things mentioned herein, to the same extent that natural persons might, as follows:

SECTION 1. PURPOSES.

1. To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and railroad depots, tracks, ways, and other terminal properties or facilities, and any property works or undertakings connected with the use or development of any property of the corporation within the State of Idaho, and within any other state or territory of the United States; and, as the consideration for same to pay cash or to issue capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of this corporation.

3. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to

1 finance the purchase, improvement, development, and construction
2 of land and buildings belonging to or to be acquired by this
3 company, or any other person, firm or corporation.

4 4. To engage in buying, selling, and improving lands and
5 tenements; the loaning of money for itself and as agent for
6 others, upon mortgages or other securities, and the purchasing and
7 selling of lands, and of money obligations secured upon real or
8 personal property; the buying, working, selling, and dealing in
9 mineral lands and other lands; the acquiring, holding, selling,
10 hypothecating, assigning, transferring, and conveying of its own
11 obligations or the obligations of any persons or other
12 corporation, and collection, foreclosing, compounding,
13 compromising, releasing, satisfying, and discharging the same of
14 record; the buying, owning and improving of real estate by
15 erecting buildings and other structures thereon and leasing and
16 cultivating the same; the borrowing of money and executing
17 mortgages or deeds of trust upon real estate or personal property
18 as security therefor; the borrowing of money and the executing and
19 issuing of promissory notes, bills of exchange, bonds, debentures,
20 or other negotiable or transferable instruments; the doing of any
21 or all of said acts either on its own behalf or as agent for
22 others; and the doing of any and all acts necessary for the
23 carrying out of the powers above enumerated.

24 5. To engage in the buying, holding, and selling of real
25 estate, collections, rents, that is to say in this manner, the
26 company to deal in all kinds of real estate especially in the
27 lands of situated in the State of Idaho and generally to deal in
28 lots and lands wheresoever located or situated.

29 6. To acquire by purchase or lease, or otherwise, lands and
30 interests in lands and to own, hold, improve, develop, and manage
31 any real estate so acquired and to erect or cause to be erected on
32 any lands owned, held, or occupied by the corporation, buildings
33 or other structures with their appurtenances, and to rebuild,
34 enlarge, alter or improve any buildings or other structures now or

1 hereafter erected on any lands so owned, held, or occupied, and to
2 mortgage, sell, lease, or otherwise dispose of any lands or
3 interests in lands and in buildings or other structures, and any
4 stores, shops, suites, rooms, or parts of any buildings or other
5 structures at any time owned or held by the corporation.

6 7. To buy, sell, exchange, and generally deal in real
7 properties, improved and unimproved, and buildings of every class
8 and description; to improve, manage, operate, sell, buy, mortgage,
9 lease, or otherwise acquire or dispose of any property, real or
10 personal, and take mortgages and assignment or mortgages upon the
11 same; to make and obtain loans upon real estate, improved or
12 unimproved, and upon personal property, giving or taking evidences
13 of indebtedness and securing the payment thereof by mortgage,
14 trust deed, pledge or otherwise; to enter into contracts to buy or
15 sell any property, real or personal; to buy and sell mortgages,
16 trust deeds, contracts, and evidences of indebtedness; to purchase
17 or otherwise acquire, for the purpose of holding or disposing of
18 the same, real or personal property of every kind and description,
19 including the good will, stock, rights, and property of any
20 person, firm, association, or corporation, paying for the same in
21 cash, stock, or bonds of this corporation; to draw, make, accept,
22 endorse, discount, execute, and issue promissory notes,
23 bills of exchange, warrants, bonds, debentures, and other
24 negotiable or transferable instruments, or obligations of the
25 corporation; to carry on all or any of its operations without
26 restriction or limit as to amount; to purchase, acquire, hold,
27 own, mortgage, sell, convey, or otherwise dispose of real and
28 personal property of every class and description in any state,
29 district, territory, colony, or foreign country subject to the
30 laws of such state, territory, or foreign country.

31 SECTION 2 POWERS. This corporation shall have all of the
32 powers specified in the Idaho Business Corporation Act, Chapter 1,
33 Title 30, Idaho Code, and in addition thereto the following
34 powers:

1 1. To do all and everything necessary, suitable, or proper
2 for the accomplishment of any of the purposes, the attainment of
3 any of the objects, or the exercise of any of the powers herein
4 set forth, either alone or in conjunction with other corporations,
5 firms, or individuals, and either as principals or agents, and to
6 do every other act or acts, thing or things, incidental or
7 appurtenant to or growing out of or connected with the
8 above-mentioned objects, purposes or powers.

9 2. To acquire by lease, purchase, contract, concession, or
10 otherwise, and to own, develop, explore, exploit, improve,
11 operate, lease, enjoy, control, manage, or otherwise turn to
12 account, mortgage, grant, sell, exchange convey, or otherwise
13 dispose of either within or without the State of Idaho and in any
14 country, domestic or foreign, any and all real estate, lands,
15 options, concessions, grants, land patents, franchises, rights,
16 privileges, easements, tenements, estates, hereditaments,
17 interests, and properties of every description and nature
18 whatsoever which the corporation may deem wise and proper in
19 connection with the conduct of any business or businesses herein
20 enumerated.

21 3. To subscribe for, acquire by purchase or otherwise, and
22 to own, hold, sell, assign, and transfer shares of the capital
23 stock or any other corporation and to exercise all the rights of a
24 stockholder; to acquire by purchase or otherwise hold and dispose
25 of the stock and bonds of this corporation.

26 4. To acquire all or any part of the good will, rights,
27 property and business of any person, firm, association, or
28 corporation, heretofore engaged in any business similar to the
29 business of this corporation or otherwise, and to pay for it in
30 cash or in stock or obligations of the corporation or otherwise,
31 and to hold, utilize, enjoy, and in any manner dispose of the
32 whole or any part of the rights and property so acquired, and to
33 assume in connection therewith any liabilities of any such person,
34 firm, association, or corporation, and to conduct in any lawful

1 manner in the State of Idaho and/or in any other state, territory,
2 locality, or country, the whole or any part of the business thus
3 acquired, provided such business is not prohibited by the laws of
4 the State of Idaho.

5 5. To promote and assist, financially or otherwise,
6 corporations, firms, syndicates, associates, individuals, and
7 others and to give any guarantee in connection therewith or
8 otherwise for the payment of money or for the performance of any
9 other undertaking or obligation.

10 6. To conduct and carry on its business or any branch
11 thereof in any state or territory of the United States or in any
12 foreign country in conformity with the laws of said state,
13 territory, or foreign country, and to have and maintain in any
14 state, territory, or foreign country, a business office, plant or
15 store.

16 7. To do any or all of the things set forth herein to the
17 same extent as a natural person might or could do in the State of
18 Idaho or any part of the world as principals or agents, or
19 otherwise, alone or in company with others, without restriction as
20 to time, place or amount.

21 8. Subject to the limitations and restrictions imposed by
22 law:

23 To do all and everything necessary, suitable, or proper for
24 the accomplishment of any of the purposes, the attainment of any
25 of the objects, or the furtherance of any of the powers
26 hereinbefore set forth, either alone or in connection with other
27 corporations, firms, or individuals, and either as principals or
28 agents, and to do every other act or acts, thing or things,
29 incidental or appurtenant to or growing out of or connected with
30 the aforesaid objects, purposes or powers of any of them.

31 9. It is the intention that each of the powers specified in
32 each of the paragraphs herein, except where otherwise specified,
33 shall not be limited or restricted by reference to or inference
34 from the terms of any other paragraph or any other article, but

1 that the powers and the enumeration of specific powers shall not
2 be construed to restrict in any manner the general terms and
3 powers of this corporation, nor shall the expression of one thing
4 be deemed to exclude another, although it be of like nature.

5 10. To enter into any kind of contract or agreement,
6 cooperative or profit sharing plan with its officers or employees
7 that the corporation may deem advantageous or expedient or
8 otherwise to reward or pay such persons for their services as the
9 directors may deem fit.

10 11. Employee plans. From time to time to provide and carry
11 out and to recall, abolish, revise, amend, alter, or change a plan
12 or plans for the participation by all or any of the employees,
13 including directors and officers of this corporation, and for the
14 furnishing to such employees and persons or any of them, at this
15 corporation's expense, of medical services, insurance against
16 accident, sickness or death, pensions during old age, disability,
17 or unemployment, education, housing, social services, recreation,
18 or other similar aids for their relief or general welfare, in such
19 manner and upon such terms and conditions as may be determined by
20 the board of directors.

21 ARTICLE III

22 STOCK

23 SECTION 1. Description and Classes of Shares. There shall
24 be one class of shares, all of which shall be common stock.

25 SECTION 2. Number of Shares. The aggregate number of shares
26 which this corporation shall have authority to issue is 1,000
27 shares, with a par value of \$5.00 per share, for an aggregate par
28 value of \$5,000.00.

29 SECTION 3. Voting Rights. Each share shall have equal
30 voting powers; each share entitling the holder to one vote.

31 SECTION 4. Nonassessable. No shares shall be issued until
32 the same are fully paid for, and when fully paid for, the same
33 shall be nonassessable. There shall be stated on each stock
34 certificate in print the following: "The shares represented by

1 this certificate are fully paid for and nonassessable."

2 SECTION 5. Stock Loss Taxation. In the case of an
3 individual, a loss of common stock issued by this corporation to
4 such individual or to a partnership which would be treated as a
5 loss from the sale or exchange of a capital asset shall, to the
6 extent provided in the Internal Revenue Code, Section 1244, be
7 treated as an ordinary loss.

8 ARTICLE IV

9 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

10 SECTION 1. Meetings of Shareholders and Directors. Meetings
11 of the shareholders and directors of this corporation may be held
12 within or without the State of Idaho at such place or places as
13 may from time to time be designated in the code of bylaws or by
14 resolution of the board of directors.

15 SECTION 2. Code of Bylaws. The initial code of bylaws of
16 this corporation shall be adopted by its shareholders. The power
17 to amend or repeal the bylaws or to adopt a new code of bylaws
18 shall be in the shareholders, but the affirmative vote of the
19 holders of three-fourths of the share outstanding shall be
20 necessary to exercise the power. The code of bylaws may contain
21 any provisions for the regulation and management of this
22 corporation which are consistent with the Idaho Business
23 Corporation Act and these Articles of Incorporation.

24 ARTICLE V

25 BOARD OF DIRECTORS, REGISTERED OFFICE AND REGISTERED AGENT

26 The initial registered agent in the State of Idaho of this
27 corporation is:

28 LaNeta Hansen
29 Box 145--Griffin Loop Road
30 Carey ID 83320

31 The initial registered office in the State of Idaho of this
32 corporation has the address as follows:

33 Box 145--Griffin Loop Road
34 Carey ID 83320

The initial incorporators shall constitute the initial Board
of Directors, and shall serve as directors until the first annual
meeting of shareholders or until their successors be elected and
qualify.

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ARTICLE VI

INFORMATION ON THE INCORPORATORS

The name and post office address of the incorporator is as follows:

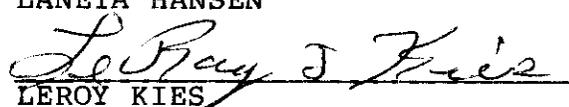
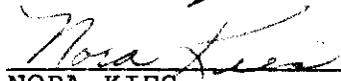
LaNeta Hansen
Box 145--Griffin Road
Carey ID 83320

LeRoy Kies
General Delivery
Carey ID 83320

Nora Kies
General Delivery
Carey ID 83320

IN WITNESS WHEREOF, The undersigned, being the incorporators of this corporation, execute the Articles of Incorporation in triplicate and certify the truth of the facts therein stated.

Dated this 15 day of September, 1981.


LANETA HANSEN

LEROY KIES

NORA KIES

STATE OF IDAHO))
COUNTY OF BLAINE))

I, the undersigned Notary Public, duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that on this 15 day of September, 1981, before me personally appeared LaNeta Hansen, Leroy Kies and Nora Kies, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same, and swore to the truths therein.


Notary Public
Residing at: 

SWAFFORD AND GAUCHAY
ATTORNEYS AT LAW
625 NINTH STREET
IDAHO FALLS, IDAHO 83401
(208) 524-4002