



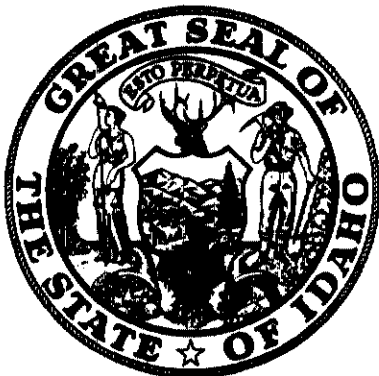
**CERTIFICATE OF INCORPORATION
OF**

MAX/POWERS, 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: **May 23, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Habela*

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ARTICLES OF INCORPORATION
OF
MAX/POWERS, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MAX/POWERS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 3,000 at a par value of \$1.00 per share.

FIFTH: Provisions denying pre-emptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as stated in the by-laws.

SEVENTH: The address of the initial registered office of the corporation is 1301 E. 17th Street, Idaho Falls, Idaho 83404, and the name of its initial registered agent at such address is Mary Jo Powers.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Jo Powers	1301 E. 17th Street, Suite 1, Idaho Falls, ID 83404
Leslie E. Powers	1518 Jon Adams #2, Idaho Falls, ID 83401
Bradley E. Coe	P.O. Box 3422/428 Lomax, Idaho Falls, ID 83403

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mary Jo Powers	1301 E. 17th Street, Suite 1, Idaho Falls, ID 83404

DATED this 17th day of May, 1990.

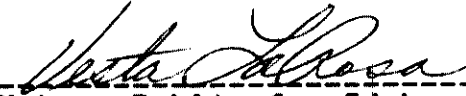
Mary Jo Powers
MARY JO POWERS
Incorporator

STATE OF IDAHO)
County of Bonneville ss

On this 17th day of May, 1990, before me, a Notary Public in and for said state, personally appeared MARY JO POWERS, known to me to be the person whose name is subscribed to the foregoing 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 day and year in this certificate first above written.

(S E A L)



Notary Public for Idaho
Residing at *Idaho Falls*
My commission expires: *12-19-94*