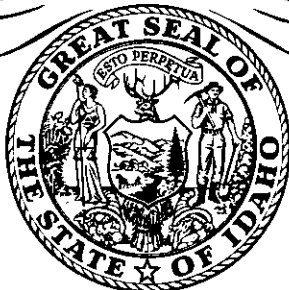


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

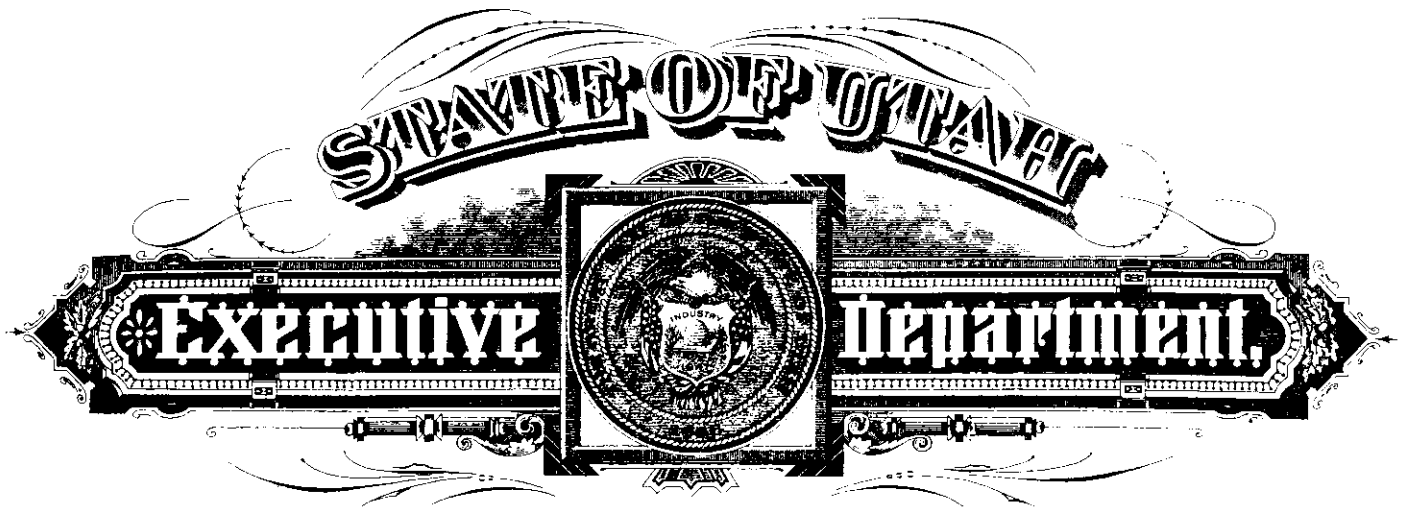
MIDVALLEY INVESTMENT CORPORATION

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eleventh** day of **March**, 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **Eleventh** day of **March**, 19 **63**, a designation of **Ted B. Larsen** in the County of **Franklin** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **11th** day of **March**, A.D. 19 **63**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, true and correct copy
of the Articles of Incorporation of the _____

MIDVALLEY INVESTMENT CORPORATION _____

AS APPEARS _____ of record _____ IN MY OFFICE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS _____ THIRTEENTH DAY OF

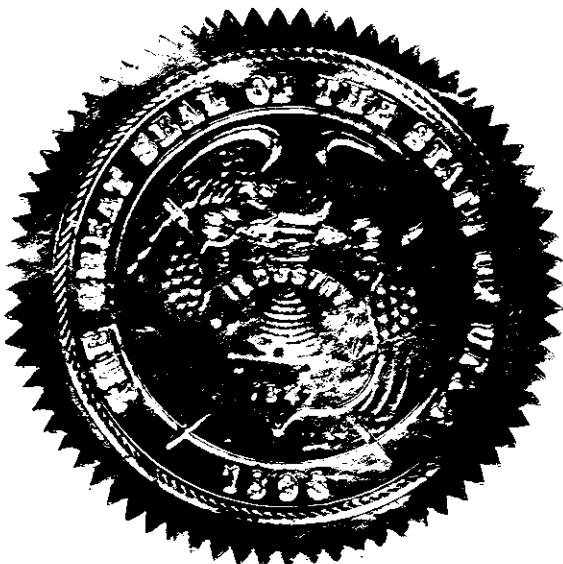
_____ FEBRUARY _____ 19 63 _____

Lamont F. Toronto

SECRETARY OF STATE

BY *Merrill L. Cattell*

DEPUTY



ARTICLES OF INCORPORATION

of

39215

1962 MAR 13 AM 9 44

MIDVALLEY INVESTMENT CORPORATION

We, the undersigned natural persons of the age of 21 years or more,
acting as incorporators of a corporation under the Utah Business Corporation
Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is:

MIDVALLEY INVESTMENT CORPORATION.

SECOND: The corporation shall have perpetual existence.

THIRD: The purpose or purposes for which the corporation is organized
are:

- (a) To serve as a medium by which the incorporators and shareholders may pool their funds for investment purposes; and in investing the funds of the corporation the board of directors may invest in stocks, bonds, notes, securities, real estate contracts, mortgages, trust deeds, and obligations of every kind and nature, including the stocks, bonds, debentures and securities of this and other corporations, and in lands, buildings, merchandise and property of any and every kind that may be determined by the board of directors to be a proper investment for the funds of the corporation.
- (b) To acquire lands, improve or subdivide the same, and construct buildings and improvements thereon.
- (c) To exercise the rights granted by Section 16-10-4 of the Business Corporation Act of the State of Utah.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Fifty Thousand shares, of the par value of One Dollar per share.

FIFTH: The corporation will not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of shares.

SIXTH: The shareholders shall have pre-emptive rights to the acquisition of additional shares; provided, however, that if the shares are offered to the shareholders and such offer shall not be accepted within sixty (60) days, then the pre-emptive right to acquire such shares shall terminate and said shares may thereafter be offered and sold first to the other shareholders and, thereafter, to

JENSEN, JENSEN & BRADFORD

ATTORNEYS AND COUNSELLORS AT LAW

WALKER BANK BUILDING

SALT LAKE CITY 11, UTAH

non-members of the corporation.

SEVENTH: The post office address of the initial registered office of the corporation shall be 7644 South State Street, Midvale, Utah, and the name of its initial registered agent at such address is Harvey W. Eckman.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is five (5), 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>
Harvey W. Eckman	7644 South State Street Midvale, Utah
Homer M. Jensen	2362 South 23rd East Salt Lake City, Utah
Ben G. Bagley	29 East Center Street Midvale, Utah
Dale Waters	60 South Grant Street Midvale, Utah
George Phelps	142 East 6790 South Midvale, Utah

NINTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Harvey W. Eckman	7644 South State Street Midvale, Utah
Homer M. Jensen	2362 South 23rd East Salt Lake City, Utah
Ben G. Bagley	29 East Center Street Midvale, Utah
Dale Waters	60 South Grant Street Midvale, Utah
George Phelps	142 East 6790 South Midvale, Utah

TENTH: In the event any shareholder desires to sell his shares in the corporation, he shall first offer the shares for sale to the corporation itself for such price and at such terms as any other bona fide offer he may have received for said shares; and the corporation shall have the preferred right to acquire said

shares for ninety (90) days after receipt of such offer. Thereafter, for an additional thirty (30) days, if the corporation shall not purchase said shares, then any of the other shareholders shall have the right to purchase such shares at the price and upon the basis that any other bona fide purchaser shall have offered for such shares; and each certificate of stock issued by the corporation shall contain on its face or on the reverse side thereof a statement of such restriction.

ELEVENTH: At all meetings of the shareholders of the corporation the representation in person or by proxy of not less than three-fourths of the outstanding shares of the corporation shall be necessary to constitute a quorum; and no change shall be made in the Articles of Incorporation or the By-Laws, when once adopted by the corporation, without the affirmative vote of 75% of all outstanding stock. Except as herein provided, the affirmative vote of the majority of shares represented at a duly called shareholders meeting, shall bind the corporation.

Dated at Salt Lake City, Utah, this 1st day of March, 1962.

Harvey W. Eckman
Dale Waters
B. G. Bagley
Homer M. Jensen
George Phelps

STATE OF UTAH)
 : ss:
COUNTY OF SALT LAKE)

I, PERRIS S. JENSEN, a Notary Public, hereby certify that on the 1st day of March, 1962, personally appeared before me HARVEY W. ECKMAN, HOMER M. JENSEN, BEN G. BAGLEY, DALE WATERS and GEORGE PHELPS, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of March, 1962.

My commission expires: May 18, 1962.

P. S. Jensen
Notary Public
residing at Salt Lake City, Utah