

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

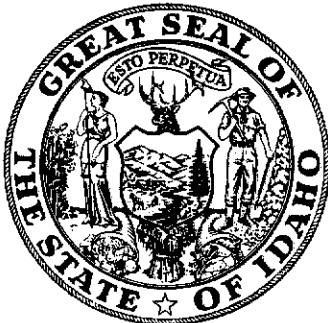
MAGIC VALLEY LABS, INC.

File number C 110589

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 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

L. D. Smith

MAY 5 2 35 PM '95

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

MAGIC VALLEY LABS, INC.

IDAHO SECRETARY OF STATE
19550305 0900 85554 2
CK #: 941 CUST# 46412
CORP
10 100.00= 100.00

#: C

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Brenda Ellis and Kenneth Ellis, all of Buhl, County of Twin Falls, State of Idaho, each and all of the age of majority, do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

That the name of said corporation is and shall be
MAGIC VALLEY LABS, INC.

ARTICLE II.

That said corporation is formed (for the following purposes:

(a) To engage in and carry on the business of testing and analyzing water and other liquids, soils, and other solids for any third party, including but not limited to any government agency or any state or foreign government agency.

(b) To construct, equip, maintain laboratories, work trucks or other motor vehicles appropriate for the carriage, analyzing, and transportation of samples for analyzing. To carry on the business of transporting said goods both interstate and intrastate and in foreign countries; to purchase

RECEIVED
SEC. OF STATE
MAY 15 1995
8 48

construct, sell, hire or let lab equipment, machinery and other chattels and things used for any of the above purposes.

(c) To receive, acquire, hold, purchase, dispose of convey, mortgage, and/or lease, real and personal properties; to dispose of, sell, lease, sign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness, of its own and of other corporations, domestic and/or foreign; to own real estate and to enter into leases and options thereof; to own personal property of every kind or nature or to lease and sell the same; to own water filings or rights, or sell, assign or purchase the same.

(d) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States and in foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this state.

(e) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district

or department thereof.

(f) To carry on any lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all right, powers and privileges which are now or may hereafter be conferred by the State of Idaho upon corporations; to execute from time to time general or special powers of attorney to persons, firms, associations or corporations and to revoke same as and when the Board of Directors may determine; and to do any or all of the things herein set forth to the same extent as natural persons might or could do.

(g) Any and all of the rights, powers, privileges or restrictions in these Articles of Incorporation granted and contained, conferred or imposed may be enlarged, amended, altered, changed in any manner and to extent, or repealed by Articles of Amendment made, executed, authorized by the laws of the State of Idaho.

(h) To do any and all such other acts, things, business or businesses in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly to promote the interest of the corporation and to carry on its purpose, or for the purpose of attaining or furthering in any of its businesses.

(i) To lend money and negotiate loans, to draw, accept, endorse, discount, sell and deliver bills of exchange,

promissory notes, bonds, obligations, securities or any government or authority or company; to form, promote, subsidize and assist companies, firms, and partnerships of all kinds; to act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful performance and payments of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obliger; to enter into any arrangements with any authorities, municipal, local or otherwise conducive to the company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions. Generally to carry on and undertake any business, undertaking, transaction or operation commonly carried on or calculated directly or indirectly to enhance the value of, or render profitable, any of the company's property or rights.

(j) The several clauses contained in this statement of purposes shall be construed, as both purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause,

but shall be regarded as independent purposes and powers.

ARTICLE III.

That the location and post office address of the corporation shall be 210 Addison Avenue, Box 1867, Twin Falls,

Idaho 83301.

ARTICLE IV.

That, subject to dissolution, in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V.

That the amount of the authorized stock of said corporation shall be \$25,000 divided into 25,000 shares of common stock of the par value of \$1 per share.

ARTICLE VI.

That the names and post offices addresses of each of the incorporators and the number of shares subscribed by each is as follows:

NAME OF INCORPORATOR	POST OFFICE ADDRESS	NO. OF SHARES SUBSCRIBED
Brenda Ellis	Route 5, Box 5053 Buhl, Idaho 83316	1
Kenneth Ellis	Route 5, Box 5053 Buhl, Idaho 83316	1

ARTICLE VII.

The private property of the stockholders of the corporation shall not be subject to the payment of corporate

debts to any extent, whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII.

The number of directors of the corporation shall be as specified in the by-laws, provided the number of directors of the corporation shall not be less than (2). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

All the officers of the corporation shall be stockholders, except that the secretary and treasurer may, but need not be stockholders, and any two or more offices may be held by the same one person except the office of president and treasurer. The term of office of the officers, except as in these articles otherwise expressly provided, shall be for one year and until their successors shall have been elected and qualified, unless sooner removed or resigned, as herein provided.

ARTICLE IX.

A majority of the Board of Directors shall constitute a quorum and shall have power to transact the business and exercise the corporate powers of the corporation and, except as otherwise provided herein, may mortgage, pledge, sell or

otherwise dispose of real or personal property of the corporation for the purpose of carrying on the business of the corporation. The Board of Directors shall have power to appoint agents and servants of the corporation, prescribe their duties and remove them at pleasure and fix the compensation of the officers, agents and servants of the corporation, and shall have the power to vote and grant themselves (any officer or director may join in granting to himself such salary), commission or compensation for their services as officer or director, or both as they may determine. The Board of Directors or the stockholders may, by a majority vote, adopt by-laws for the regulation of the affairs of the corporation, and by a majority vote amend or repeal the same, provided that such by-laws shall not conflict with these Articles of Incorporation. The by-laws adopted by the directors shall provide the time and place of directors' meetings and the manner of calling the same, which meeting may be held within or without the State of Idaho.

The initial registered agent of this corporation will be Brenda Ellis, her address is Route 5, Box 5053, Buhl, Idaho 83316. The initial registered office will be at Route 5, Box 5053, Buhl, Idaho 83316.

Brenda Ellis Kenneth E. Ellis

On this 4th day of May, 1995, before me, the undersigned, a Notary Public in and for said County and State, personally appeared KENNETH ELLIS and BRENDA ELLIS, known to me to be the persons who executed the foregoing instrument and acknowledged to me that they executed the same.

Algebra Nakai
Notary Public for Idaho