

# State of Idaho

## Department of State

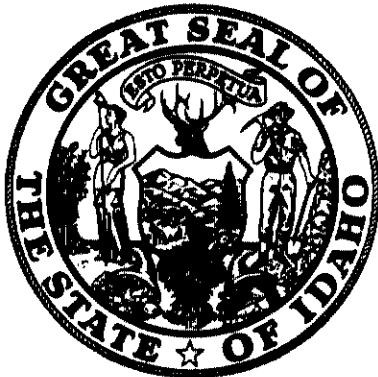
### CERTIFICATE OF INCORPORATION OF

A & D INVESTMENTS, 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: August 22, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

RECEIVED  
SEC. OF STATE  
91 AUG 22 AM 8 39

ARTICLES OF INCORPORATION

OF

A & D INVESTMENTS, INC.

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Business Corporations Act adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is A & D INVESTMENTS, INC.

ARTICLE II.

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III.

PURPOSES AND POWERS

The purpose or purposes for which this corporation is organized are the transactions of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

NO PAR VALUE CAPITAL STOCK

The total authorized capital stock of the corporation shall be 100,000 shares, all of which shall be common stock without

nominal or par value. Each share shall have equal voting power with each share entitling the holder to one vote.

#### ARTICLE V.

##### PRE-EMPTIVE RIGHTS

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This pre-emptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers or employees pursuant to an employment plan approved by the affirmative vote of the holders of 66-2/3% of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

#### ARTICLE VI.

##### SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS

6.1. Code of By-Laws. The initial code of bylaws of this corporation shall be adopted by the directors. The power to amend

or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of the holders of 66-2/3% of the shares outstanding shall be necessary to exercise the power. The bylaws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2. Amendment of Articles. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 66-2/3% of the total shares of the corporation.

6.3. Quorum. In all cases where a quorum of shareholders is required by statute or bylaw, the holders of 50% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

#### ARTICLE VII.

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 485 "E" Street, Idaho Fall, ID. The name of the initial registered agent at that office is Gregory P. Meacham.

#### ARTICLE VIII.

##### BOARD OF DIRECTORS

The initial board of directors shall consist of the following: Four directors who shall serve as the directors of the corporation until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

Allan M. Cook	2681 Mill Road Idaho Falls, ID 83402
Brad Foster	398 North 4300 East Rigby, ID 83442
Albert G. Little	1525 Cranmer Ave. Idaho Falls, ID 83401
Dennis Clayton	2770 East 113 North Idaho Falls, ID 83401


ARTICLE IX.


INCORPORATORS

The name and address of the sole incorporator of the corporation is:

Dennis Clayton	2770 East 113 North Idaho Falls, ID 83402
Albert G. Little	1525 Cranmer Ave. Idaho Falls, ID 83401

IN WITNESS WHEREOF, the undersigned being the sole incorporator of this corporation, executes these Articles of Incorporation in duplicate and certifies to the truth of the facts therein stated this 20<sup>th</sup> day of August 1991.

  
 \_\_\_\_\_  
 Dennis Clayton

  
 \_\_\_\_\_  
 Albert G. Little

STATE OF IDAHO            )  
 County of Bonneville ) ss.

On this 20<sup>th</sup> day of August, 1991, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared DENNIS CLAYTON and ALBERT G. LITTLE, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he 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.

  
Notary Public for State of Idaho  
Residing at Idaho Falls  
My Commission Expires: 2-23-93

(SEAL)

0944g