

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MORELAND COMPANY, INC.

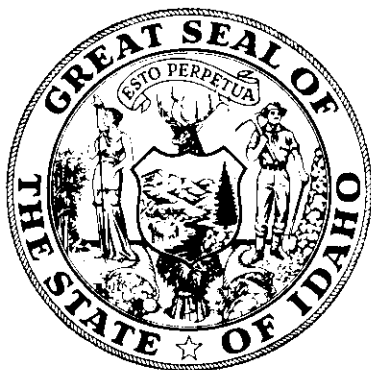
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MORELAND COMPANY, 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.

Dated: **March 9, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

MORELAND COMPANY, INC.

I, The undersigned, being a natural person of full age and a citizen of the United States, hereby incorporate myself under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code.

ARTICLE I

NAME AND DURATION

The name of this corporation is MORELAND COMPANY, 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, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any

1 government or subdivision or agency thereof, documents of title,
2 and accompanying rights, and every other kind and character of
3 personal property, real property (improved or unimproved), and the
4 products and avails thereto, including, but not limited to,
5 mineral, oil, gas, and water rights, all or any part of any going
6 business and its incidents, franchises, subsidies, charters,
7 concessions, grants, rights, powers, or privileges, granted or
8 conferred by any government or subdivision or agency thereof, and
9 any interest in or part of any of the foregoing, and to exercise
10 in respect thereof all of the rights, powers, privileges, and
11 immunities of individual owners or holders thereof.

12 2. To hire and employ agents, servants, and employees, and
13 to enter into agreements of employment and collective bargaining
14 agreements, and to act as agent, contractor, trustee, factor, or
15 otherwise, either alone or in company with others.

16 3. To promote or aid in any manner, financially or
17 otherwise, any person, firm, association, or corporation, and to
18 guarantee contracts and other obligations.

19 4. To let concessions to others to do any of the things that
20 this corporation is empowered to do, and to enter into, make
21 perform, and carry out, contracts and arrangements of every kind
22 and character with any person, firm, association, or corporation,
23 or any government or authority or subdivision or agency thereof.

24 5. To carry on any business whatsoever that this
25 corporation may deem proper or convenient in connection with any
26 of the foregoing purposes or otherwise, or that it may deem
27 calculated, directly or indirectly, to improve the interests of
28 this corporation, and to do all things specified in 30-1-13, and
29 to have and to exercise all powers conferred by the laws of the
30 State of Idaho on corporations formed under the laws pursuant to
31 which and under which this corporation is formed, as such laws are
32 now in effect or may at any time hereafter be amended, and to do
33 any and all things hereinabove set forth to the same extent and as
34 fully as natural persons might or could do, either alone or in

1 connection with other persons, firms, associations, or
2 corporations, and in any part of the world.

3 The foregoing statement of purposes shall be construed as a
4 statement of both purposes and powers, shall be liberally
5 construed in aid of the powers of this corporation, and the powers
6 and purposes of each clause shall, except where otherwise stated,
7 be in nowise limited or restricted by any term or provision of any
8 other clause, and shall be regarded not only as independent
9 purposes, but the purposes and powers stated shall be construed
10 distributively as each object expressed, and the enumeration as to
11 specific powers shall not be construed as to limit in any manner
12 the aforesaid general powers, but are in furtherance of, and in
13 addition to and not in limitation of said general powers.

14 SECTION 2. POWERS: This corporation shall have all of the
15 powers specified in the Idaho Business Corporation Act, Chapter 1,
16 Title 30, Idaho Code. As examples and not as limitations, this
17 corporation shall have the power to do the following:

18 1. To have and to exercise all powers now or hereafter
19 conferred by the laws of the State of Idaho upon corporations
20 organized pursuant to the laws under which the corporation is
21 organized and any and all acts amendatory thereof and supplemental
22 thereto.

23 2. ALL POWERS NECESSARY TO CARRY OUT PURPOSES: To do all
24 and everything necessary, suitable, or proper for the
25 accomplishment of any of the purposes, the attainment of any of
26 the objects, or the exercise of any of the powers herein set
27 forth, either alone or in conjunction with other corporations,
28 firms, or individuals, and either as principals or agents, and to
29 do every other act or acts, thing or things, incidental or
30 appurtenant to or growing out of or connected with the
31 above-mentioned objects, purposes, or powers.

32 3. CARRYING ON BUSINESS OUTSIDE STATE: To conduct and carry
33 on its business or any branch thereof in any state or territory
34 of the United States or in any foreign country in conformity with

1 the laws of such state, territory, or foreign country, and to have
2 and maintain in any state, territory, or foreign country a
3 business office, plant, store, or other facility.

4 4. MANAGEMENT AND OPERATION OF OTHER BUSINESS: In general,
5 to manage, operate, and carry on any other business in connection
6 with the foregoing powers, and to have and exercise all the powers
7 conferred on similar (business or as the case may be) corporations
8 formed under the laws of the State of Idaho, and any amendments
9 thereto.

10 5. ACQUISITION AND DISPOSITION OF PROPERTY GENERALLY: The
11 corporation hereby formed shall have power to purchase, lease, or
12 otherwise acquire by bequest, devise, gift, or other means, and to
13 hold, own manage, or develop, and to mortgage, hypothecate, deed
14 in trust, sell, convey, exchange, option, subdivide, or otherwise
15 dispose of real and personal property of every class and
16 description and any estate or interest therein, as may be
17 necessary or convenient for the proper conduct of the affairs of
18 the corporation, without limitation as to amount or value, in any
19 of the states, districts, or territories of the United States, and
20 in any and all foreign countries, subject to the laws of any such
21 states, districts, territories, or countries.

22 6. ACQUISITION OF REAL PROPERTY: To take, buy, exchange,
23 lease, or otherwise acquire real property and any interest or
24 right therein, and to hold, own, operate, control, maintain,
25 manage, and develop such property and interests in any manner that
26 may be necessary, useful, or advantageous for the purposes of this
27 corporation.

28 7. ACQUISITION OF REAL PROPERTY - IMPROVEMENTS: To erect,
29 construct, maintain, improve, rebuild, enlarge, alter, manage, and
30 control, directly or through ownership of stock in any
31 corporation, any and all kinds of buildings, houses, stores,
32 offices, shops, warehouses, factories, mills, machinery, and
33 plants, and any and all other structures and erections that may at
34 any time be necessary, useful, or advantageous for the purposes of

1 the corporation.

2 8. ACQUISITION OF PERSONAL PROPERTY: To take, purchase, or
3 otherwise acquire, and to own and hold such personal property,
4 chattels, chattels real, rights, easements, privileges, choses in
5 action, notes, bonds, mortgages, and securities as may lawfully be
6 acquired and held by corporations under the laws of the State of
7 Idaho.

8 9. DISPOSITION OF PROPERTY: To sell, assign, convey,
9 exchange, lease, and otherwise deal in and dispose of such real
10 and personal property, lands, buildings, chattels, chattels real,
11 rights, easements, privileges, choses in action, notes, bonds,
12 mortgages, and securities as may lawfully be acquired, held or
13 disposed of by the corporation under the laws of the State of
14 Idaho.

15 10. ACQUISITION AND CONDUCT OF SIMILAR BUSINESS: To acquire
16 all or any part of the good will, rights, franchises, property,
17 and business of any person, firm, association, or corporation
18 engaged in any business similar to the business of this
19 corporation, and to pay for it in cash or in stock or obligations
20 of the corporation or otherwise, and to hold, utilize, enjoy, and
21 in any manner dispose of the whole or any part of the rights and
22 properties so acquired, and to assume in connection therewith any
23 liabilities of any such person, firm, association, or corporation,
24 and to conduct in a lawful manner the whole or any part of the
25 business thus acquired.

26 11. MAKING AND PERFORMANCE OF CONTRACTS - GENERAL POWER: To
27 enter into and perform all manner and kinds of contracts,
28 agreements, and obligations, for any lawful purpose by or with any
29 person, firm, association, corporation, or governmental division
30 or subdivision.

31 12. MAKING AND PERFORMANCE OF CONTRACTS - UNDERWRITING
32 CONTRACTS: To enter into, and to perform or cancel and rescind
33 contracts of underwriting of the securities of any corporation,
34 association, partnership, firm, trustee, syndicate, individual, or

1 governmental division or subdivision, domestic or foreign, or of
2 any combination, organization, or entity, domestic or foreign, and
3 to act as manager of any underwriting or purchasing or selling
4 syndicate.

5 13. ASSISTANCE TO OTHER BUSINESSES: To promote and assist,
6 financially or otherwise, corporations, firms, syndicates,
7 associations, individuals, and others and to give any guaranty in
8 connection therewith or otherwise for the payment of money or for
9 the performance of any other undertaking or obligation.

10 14. ACQUISITION AND OPERATION UNDER FRANCHISES AND LICENSES:
11 From time to time to apply for, purchase, or acquire by
12 assignment, transfer, or otherwise, and to exercise, carry out,
13 and enjoy any license, power, authority, franchise, concession,
14 right or privilege that any government or authority, Federal,
15 State, or local, or any corporation or other legal entity may be
16 empowered to enact, make, or grant, and to pay for, aid in, and
17 contribute toward carrying it into effect and to appropriate any
18 of the company's stock, bonds, and assets to defray the necessary
19 costs, charges, and expenses thereof.

20 15. ENTRANCE INTO PARTNERSHIPS: To enter into partnership
21 agreements and joint ventures with any person, firm, association,
22 or corporation engaged in carrying on any business in which the
23 corporation is authorized to engage, or in connection with
24 carrying out all or any of the purposes of this corporation.

25 16. PARTICIPATION IN COOPERATIVE AGREEMENTS: To join or
26 consolidate with, and to enter into agreements and cooperative
27 relations not in contravention of law with, any persons, firms,
28 associations, or corporations, governmental, municipal, or
29 otherwise, in connection with carrying out all or any of the
30 purposes of this corporation.

31 17. ACTING AS GUARANTOR: To indorse or guarantee the payment
32 of principal of, or interest on, bonds, notes, or other evidences
33 of indebtedness or obligations, and to guarantee the performance
34 of any other contracts or other undertakings in which the

1 corporation may otherwise be or become interested, of any
2 corporation, association, partnership, firm, trustee, syndicate,
3 individual, or governmental division or subdivision, domestic or
4 foreign, insofar as may be permitted by law.

5 18. INSURANCE OF COMMERCIAL PAPER: To borrow money, and to
6 draw, make, accept, indorse, issue, sell, or otherwise deal
7 lawfully in promissory notes, bills of exchange, bonds,
8 debentures, or any other negotiable or transferable obligations or
9 instruments from time to time for any purpose of, or concerning
10 the business of, the corporation.

11 19. ISSUANCE OF COMMERCIAL PAPER - SECURITY FOR
12 INDEBTEDNESS: To secure the payment of corporate indebtedness by
13 executing mortgages, deeds of trust, pledges, or similar
14 instruments with respect to all or any part of the property of
15 the corporation, whether now owned or to be acquired in the
16 future.

17 20. ISSUANCE OF STOCK AND ACCEPTANCE OF PAYMENT THEREFOR: To
18 issue both preferred and common stock, and accept payment of
19 subscriptions therefor and such installments, in such manner, on
20 such terms, in money or in property, real or personal, or both, as
21 shall be determined by the board of directors.

22 21. INVESTMENT IN SECURITIES: To acquire by purchase,
23 subscription, contract, or otherwise, and to hold for investment
24 or otherwise, to sell, discount or rediscount, exchange, mortgage,
25 pledge, or otherwise dispose of, and generally to deal in and with
26 all forms of securities including, but not by way of limitation,
27 shares, stocks, bonds, debentures, notes, scrip, mortgages, and
28 choses in action of all kinds, both as principal and as agent, and
29 while the holder thereof, to exercise all the rights and
30 privileges of ownership the same as may be permitted to natural
31 persons, including the right to vote thereon.

32 22. LOAN OR ADVANCE OF MONEY: To lend and advance money or
33 to give credit to such persons and on such terms as may seem
34 expedient, and in particular to customers and others having

1 dealings with the corporation; and to guarantee or give security
2 for the loans of its customers; but, nothing contained herein
3 shall be construed to give this corporation banking powers.

4 23. SUPPORT OF CHARITIES: To support and subscribe to any
5 charitable or public institution, organization, or club that may
6 be for the benefit of the corporation or its employees or
7 stockholders, or may be connected with any city or place where the
8 corporation does business, or to organize such institutions,
9 organizations, or clubs, if it shall be deemed necessary.

10 24. EMPLOYEE FRINGE BENEFITS - PENSIONS AND INSURANCE: To
11 establish and maintain a fund to provide pensions for the benefit
12 of employees and their dependents, and to establish and contribute
13 to group life and health insurance plans for the benefit of
14 employees and their dependents.

15 25. EMPLOYEE FRINGE BENEFITS - PROFIT SHARING: To enter into
16 any kind of profit-sharing plan with its officers or employees
17 that the corporation may deem advantageous or expedient, or
18 otherwise to reward or pay those persons who have been largely
19 responsible for a current year's profits and who will be primarily
20 responsible for the corporation's continued success, as the
21 directors may deem fit.

22 26. RESERVATION OF INCIDENTAL POWERS: The above enumerated
23 powers shall not be construed as limiting or restricting in any
24 manner the powers of this corporation which shall always have such
25 incidental powers as may be connected with or related to any
26 specific power herein enumerated.

27 ARTICLE III

28 STOCK

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

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

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

3 SECTION 4. Nonassessable and Noncumulative. No shares shall be issued until
4 the same are fully paid for, and when fully paid for, the same
5 shall be nonassessable. There shall be stated on each stock
6 certificate in print the following: "The shares represented by
7 this certificate are fully paid for and nonassessable."

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

14 ARTICLE IV

15 PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

16 SECTION 1. Meetings of Shareholders and Directors. Meetings
17 of the shareholders and directors of this corporation may be held
18 within or without the State of Idaho at such place or places as
19 may from time to time be designated in the code of bylaws or by
20 resolution of the board of directors.

21 SECTION 2. Code of Bylaws. The initial code of bylaws of
22 this corporation shall be adopted by its shareholders. The power
23 to amend or repeal the bylaws or to adopt a new code of bylaws
24 shall be in the shareholders, but the affirmative vote of the
25 holders of three-fourths of the share outstanding shall be
26 necessary to exercise the power. The code of bylaws may contain
27 any provisions for the regulation and management of this
28 corporation which are consistent with the Idaho Business
29 Corporation Act and these Articles of Incorporation.
30 shall be in the shareholders, but the affirmative vote of the
31 holders of three-fourths of the share outstanding shall be
32 necessary to exercise the power. The code of bylaws may contain
33 any provisions for the regulation and management of this
34 corporation which are consistent with the Idaho Business

1 Corporation Act and these Articles of Incorporation.

2 ARTICLE V

3 REGISTERED OFFICE AND REGISTERED AGENT

4 The initial registered agent in the State of Idaho of this
5 corporation is:

6 DON McCANDLESS
7 Rt. 4 Box 255A
Blackfoot ID 83221

8 The initial registered office in the Sate of Idaho of this
9 corporation has the address as follows:

10 Rt. 4 Box 255A
11 Blackfoot ID 83221

12 ARTICLE VI

13 The initial incorporator will constitute the initial Board of
14 Directors, and shall serve as director until the first annual
15 meeting of shareholders or until successors shall be elected and
16 qualify.

17 INFORMATION ON THE INCORPORATORS

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

20 Don McCandless
21 Rt. 4 Box 255A
Blackfoot ID 83221

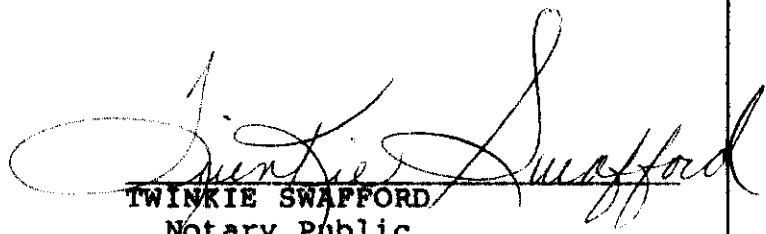
22 IN WITNESS WHEREOF, The undersigned, being the incorporator
23 of this corporation, execute the Articles of Incorporation in
24 duplicate and certifies to the truth of the facts therein stated.

25 Dated this 8th day of March, 1983.

26 
DON McCANDLESS

27 STATE OF IDAHO)
28)
COUNTY OF BONNEVILLE)

29 I, the undersigned Notary Public, duly commissioned to take
30 acknowledgments and administer oaths in the State of Idaho,
31 certify that on this 8th day of March, 1983, before me personally
32 appeared DON McCANDLESS, known to me to the the person whose name
33 name is subscribed to the foregoing instrument, and acknowledged
34 to me that he executed the same, and swore to the truths therein.


TWINKIE SWAFFORD
Notary Public
Idaho Falls ID 83401

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