



**CERTIFICATE OF INCORPORATION
OF**

GOERING ENTERPRISES, 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: January 22, 1986



SECRETARY OF STATE

by: _____

JAN 22 3 45 PM '86
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
GOERING ENTERPRISES, 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 GOERING ENTERPRISES, INC.

SECOND: The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

THIRD: The purpose or purposes for which the corporation is organized are: to purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, or otherwise deal with all or any part of the property of the corporation.

FOURTH: The corporation shall have authority to issue 500,000 shares, all of one class, \$1.00 par value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is 2929 Keim Lane, Nampa, Idaho 83651, and the name of its initial registered agent at such address is KRISTINE G. HOLTRY.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Winston K. Goering	c/o Hamilton, Clark & Michaelson P. O. Box 65 Nampa, Idaho 83653-0065

NINTH: The name and address of each Incorporator is:

NAME

Winston K. Goering

ADDRESS

c/o Hamilton, Clark &
Michaelson
P. O. Box 65
Nampa, Idaho 83653-0065

Dated this 22 day of January, 1986.


WINSTON K. GOERING
Incorporator