



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

Guy R. Gilson, Incorporated

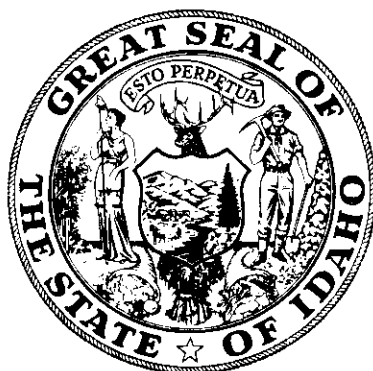
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

Guy R. Gilson, Incorporated

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 November 29, 19 79.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

FILED

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

GUY R. GILSON, INCORPORATED

The undersigned, acting as the Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation is Guy R. Gilson, Incorporated.

II

The period of its duration is perpetual.

III

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

IV

The address of the initial registered office of the corporation is 101 Lupine Street, Sun Valley, Idaho (83353), Post Office Box 364A, Ketchum, Idaho (83340), and the name of its initial registered agent at such address is Guy R. Gilson. Branch offices or other places of business of the corporation may hereinafter be established in the State of Idaho, and in any other states, the District of Columbia, and the territories and colonies of the United States, and in foreign countries, whenever necessary in the judgment of the Board of Directors of the corporation.

V

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000); which shall be common stock with a par value of One Dollar (\$1.00) per share, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

VI

The number of directors constituting the initial board of directors of the corporation is one (1). The directors need not be residents of Idaho nor Shareholders. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders to be held on the 1st day of February at 10:00 o'clock a.m. each year, or until their successors are elected and shall qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
Guy R. Gilson	Post Office Box 364A Ketchum, Idaho 83340

VII

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised and done by the corporation, subject to the provisions of the laws of the State of Idaho, of these Articles, and to any By-Laws from time to time made by the Shareholders; provided, however, that no By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made.

VIII

The By-Laws to be adopted by the corporation may be amended, repealed, or new By-Laws added by vote of the holders of a majority of the authorized and issued shares of this corporation.

IX

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Shareholders, and at the same place. Officers of this corporation shall be President, Vice-President, Secretary, and Treasurer. No one of the Officers needs to be a Director. Any of the offices of Vice-President, Secretary, and Treasurer may be combined in one (1) person. If the Board of Directors consists of less than three (3) persons, any of the offices of the corporation, except that of President and Secretary, may be combined in one (1) person. If the Board of Directors

consists of one (1) person, any of the offices of the corporation may be combined in one (1) person. Such officers shall be elected by the Board of Directors at each of their Annual Meetings held as aforesaid. The Board of Directors shall have the power to fill any vacancy in the Board or in any other office.

X

Directors and Officers of this corporation shall serve without compensation, unless expressly otherwise provided by a majority vote of the Shareholders.

XI

Both the Shareholders and the Directors of this corporation may hold their meetings and the corporation may have an office or offices in such place or places outside the State of Idaho as they deem necessary, and the corporation may keep its books outside of the State of Idaho except as otherwise provided by law.

XII

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Shareholders of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, and any Director or Shareholder who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or Shareholders which shall authorize such contract or transaction with like force and effect as if he or she were not a Director or Shareholder of this corporation or such other corporation and were not so interested.

XIII

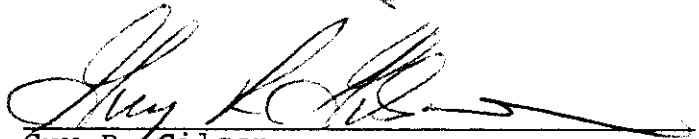
This corporation may enter into voting trusts as allowed by applicable statutes and may also enter into restrictive agreements with its Shareholders for the repurchase of its corporate shares in the event of death, permanent disability, retirement, sale, bankruptcy or seizure by process of law; further, this corporation may enter into deferred compensation plans to include profit sharing plans with its employees, and may further exercise its right to

qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States.

XIV

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on Shareholders herein are granted subject to this reservation.

DATED this 24th day of November, 1979.


Guy B. Gilson
Incorporator