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**Nonprofit Amendment
(After First Meeting)**
(PURSUANT TO NRS CHAPTERS 81 AND 82)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nonprofit Corporations

(Pursuant to NRS Chapters 81 and 82 - After First Meeting of Directors)

1. Name of corporation:

Wilcox Ranch Ditch Company

2. The articles have been amended as follows: (provide article numbers, if available)

Article IX: The term for which the Association shall exist is perpetual.

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: *

Vote of Directors:

5

Vote of Members:

24

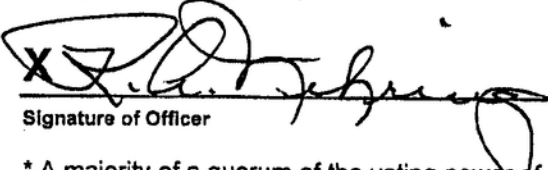
4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)


Signature of Officer

PRESIDENT

Title

* A majority of a quorum of the voting power of the members, or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

FILING FEE: \$50.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

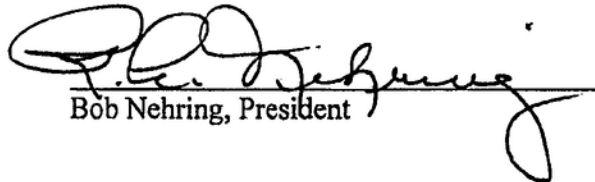
This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Nonprofit -After

AMENDMENT TO ARTICLES OF INCORPORATION
OF
WILCOX RANCH DITCH COMPANY

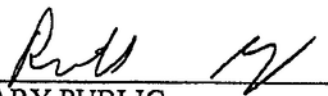
1. Article X: The term for which the Association shall exist is perpetual.

Dated this 23 day of July, 2018.


Bob Nehring, President

STATE OF NEVADA)
)
COUNTY OF WASHOE)

This instrument was acknowledged before me on July 23, 2018 by Bob Nehring, president of Wilcox Ranch Property Owners Association, a Nevada nonprofit corporation.



NOTARY PUBLIC



BY-LAWS
OF
WILCOX RANCH DITCH COMPANY

ARTICLE I

NAME AND LOCATION

The name of the corporation is Wilcox Ranch Ditch Company. The principal office of the corporation shall be located at Suite 1600, One East First Street, Reno, Nevada 89505. The meetings of members and directors may be held at such places within the State of Nevada, County of Washoe, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Company" shall mean and refer to Wilcox Ranch Ditch Company, its successors and assigns.

Section 2. "Declaration" shall mean and refer to the Declaration of Restrictions for Wilcox Ranch 2 recorded in the Official Records of the County Recorder, Washoe County, Nevada.

Section 3. "Declarant" shall mean and refer to Cattlemen's Title Guarantee Company, a Nevada corporation, as Trustee for Area-West, Incorporated.

Section 4. "Properties" shall mean and refer to that certain real property described in the Declaration.

ARTICLE III

SHARES

Section 1. Shares. The shares of stock of the Company are divided into two classes, both of which are common stock with equal value and rights. Class A stock represents the right to use water for

irrigation purposes and Class B for recreation and storage purposes. A shareholder may use the water only for its designated purpose and any violation of this provision shall be grounds for the termination of the use of the water by the Board of Directors until there is again compliance.

Each owner of the Parcels, as the term is defined in the Declaration, designated in Section F of the Declaration shall be entitled to the number of shares designated in Section F subject to full compliance by the shareholder with Articles of Incorporation, By-Laws and rules and regulations of the Company.

Section 2. Voting. Each shareholder shall be entitled to one vote only regardless of the number of shares owned.

Section 3. Preemptive Rights. No shareholder shall be entitled to any right to purchase or subscribe to any additional shares, any unissued shares or any new issue of shares.

Section 4. Assignments. No shareholder may sell, lease, assign or transfer his shares without the prior written consent of the Board of Directors and any attempt to do so shall be void. It shall be an absolute condition to the approval of any sale, lease, assignment or transfer that the buyer, lessee, assignee or transferee be an owner of a Parcel described in Section F of the Declaration and that the water represented by the shares being sold, assigned or transferred be used on the new owner's Parcel.

ARTICLE IV

MEETING OF SHAREHOLDERS

Section 1. Annual Meetings. The first annual meeting of the shareholders shall be held within one year from the date of incorporation of the Company at a time and date specified by the Board of

Directors. Each subsequent annual regular meeting of the shareholders shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock P.M. If the day for the annual meeting of the shareholders is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the shareholders may be called at any time by the President or by the Board of Directors, or upon written request of twenty-five percent (25%) of all shareholders, both Class A and Class B stock.

Section 3. Notice of Meetings. Written notice of each meeting of the shareholders shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each shareholder entitled to vote thereat, addressed to the member's address last appearing on the books of the Company, or supplied by each member to the Company for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of shareholders entitled to cast, or of proxies entitled to cast, fifty percent of the total votes of both classes of stock shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the shareholders entitled to vote shall have power to adjourn the meeting from

time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Proxies. At all meetings of the shareholders each shareholder may vote in person or by proxy. All proxies, which shall be effective for a maximum of six months, shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon attendance by the shareholder at any meeting, or upon conveyance by the shareholder of his Parcel.

ARTICLE V

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Company shall be managed by a board of not less than three (3) directors nor more than seven (7) directors. The number of directors may be changed by an amendment to these By-Laws. Directors need not be shareholders of this Company until seventy-five percent (75%) of the Parcels described in Section F of the Declaration have been sold by the Declarant. From that time on, persons elected to serve as directors must be shareholders of this Company. This provision is not intended and shall not be interpreted to cut short the term of office of any non-shareholder persons serving as director at the time the seventy-five percent (75%) standard is met.

Section 2. Term of Office. With the exception of the initial directors, whose terms are provided for in the Articles of Incorporation, the term of office for all directors shall be three (3) years. Elections for the appropriate number of directors shall take place at the annual meetings of the shareholders. Any one or all of the initial directors may be re-elected at such meetings.

Section 3. Removal. Any director may be removed from the Board by a majority vote of shareholders of the Company if such removal is for cause. If the removal is without cause, two-thirds (2/3) of the shareholders of the Company must vote for such removal. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any services he may render to the Company. However, any director may be reimbursed his actual expenses incurred in performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a nominating committee. Nomination may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more shareholders of the Company. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the shareholders, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for

election to the Board of Directors as it shall in its discretion determine. Nominations may be made from among shareholders or non-shareholders until such time as non-shareholders may no longer serve on the Board of Directors.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the shareholders or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation of this Company. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Company or by any two directors, after not less than three days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to: (a) adopt and publish rules and regulations governing the availability, distribution and use of water, and to establish penalties for any infraction thereof; (b) suspend the voting rights and right to use of water of a shareholder during any period in which such shareholder shall be in default in the payment of any assessment levied by the Company or any rule or regulation; (c) fix, levy and collect the annual and any special assessments as provided by the Declaration, Articles of Incorporation, these By-Laws and any amendments thereto; (d) exercise for the Company all powers, duties and authority vested in or delegated to the Company and not reserved to the shareholders by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration; (e) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and (f) employ a manager, an independent contractor, or such other employees and agents as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to: (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the shareholders at the annual meeting of the shareholders, or at any special meeting when such statement is requested in writing by one-fourth of the shareholders who are entitled to vote; (b) supervise all officers, agents and employees of the Company, and to see that their duties are properly performed; (c) as more fully provided in the

Declaration, to: (1) fix the amount of the annual assessment against each Parcel at least thirty days in advance of each annual assessment period; (2) send written notice of each assessment to each shareholder at least thirty days in advance of each annual assessment period; and (3) foreclose the lien against any Parcel for which assessments are not paid within thirty days after due or to bring an action at law against the shareholder personally responsible to pay the same; (d) issue, or cause an appropriate officer to issue, subject to a reasonable charge, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, which certificate shall be conclusive evidence that the assessment has been paid; (e) procure and maintain adequate liability and hazard insurance on the property owned by the Company; (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; (g) cause the springs, creeks, streams, ditches and laterals to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Company shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, who need not be members of the Board, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the shareholders.

Section 3. Term. The officers of this Company shall be elected annually by the Board and each shall hold office for one year

unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Company may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancy. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place of the President in the event of his absence, inability or refusal to

act, and shall exercise and discharge such other duties as may be required of him by the Board. A determination that the President is unable or wrongfully refusing to act must be made by the Board of Directors at a special meeting held for such purpose, before the Vice-President shall have the power to act under the provisions of this Section.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Company and affix it on all papers requiring the seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the shareholders of the Company, together with their addresses and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Company and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Company; keep proper books of account; cause an annual audit of the Company books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the shareholders at their regular annual meeting, and deliver a copy of each to the shareholders.

ARTICLE X

COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Company shall at all times, during reasonable business hours, be subject to inspection by any shareholder. The Declaration, Articles of Incorporation, and the By-Laws of the Company, shall be available for inspection by any shareholder at the principal office of the Company, where copies may be purchased at reasonable cost. The original of By-Laws and all amendments thereto shall be kept in a book titled Book of By-Laws.

ARTICLE XII

ASSESSMENTS

Section 1. The amount of any annual assessment shall not exceed the limits established by the Declaration and Articles of Incorporation without the proper consents set forth in the Articles. Further, no special assessment may be established, levied and/or collected without the proper consents set forth in the Articles.

Section 2. As more fully provided in the Declaration and Articles of Incorporation, each shareholder is obligated to pay to the Company annual and special assessments which are secured by a continuing lien upon the Parcel against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of Twelve percent (12%) per annum, and the Company may bring an action at law against the shareholder personally obligated to pay the same or foreclose the lien against the Parcel, and interest, costs and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No shareholder may waive or otherwise

escape liability for these assessments by non-use of the water or by abandonment of his Parcel. The Board may establish a payment schedule for annual and special assessments, but not less often than monthly.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a corporate seal with the name of the Company and "Nevada" around the circumference and the year "1981" in the middle.

ARTICLE XIV

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of shareholders present in person or by proxy, except for Article XII which will require an affirmative vote of seventy-five percent (75%) of all shareholders.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

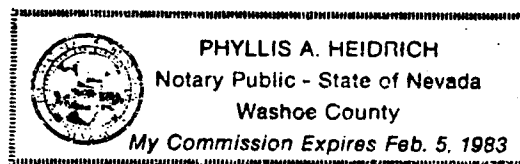
IN WITNESS WHEREOF, we, being all of the Directors of and being a
majority of the members of Wilcox Ranch Ditch Company have hereunto
set our hands this 24th day of August, 1981.

Thomas Pratt
Lorne Bratt
Charlotte V. Mills

STATE OF NEVADA)
) ss.
County of Washoe)

The foregoing By-Laws were acknowledged before me this 24th day
of August, 1981, by THOMAS PRATT, LORNE BRATT,
CHARLOTTE V. MILLS, and _____.

Phyllis A. Heidrich
Notary Public



CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of Will
Ditch Company, that the foregoing By-Laws constitute the original
By-Laws of Company as duly adopted at a meeting of the Board of
Directors, by the members of the Board of Directors who constitute a
majority of shareholders, held on the 24th day of August,
1981.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed
the seal of said Company this 24th day of August, 1981.

Charlotte V. Mills

ARTICLES OF INCORPORATION

OF

WILCOX RANCH DITCH COMPANY

The undersigned have voluntarily associated themselves to form a non-profit corporation in accordance with Nevada Revised Statutes 81.010 through 81.160, inclusive, and do hereby certify:

I. NAME:

That the name of the corporation is Wilcox Ranch Ditch Company ("Company").

II. PRINCIPAL OFFICES:

That the location of the principal offices of the corporation within the state of Nevada is Suite 1600, One East First Street, Reno, Nevada 89505. That the Company may maintain an office or offices in such other place or places within the State of Nevada as may from time to time be designated by the Board of Directors or by the By-Laws of the Company, and the Company may conduct all corporation business of every kind and nature.

III. PURPOSE:

The purpose for which this corporation is formed, and the nature of the objects proposed to be transacted and carried on by it are:

To acquire the surface water rights in Wilcox Ranch as described on the Division Into Large Parcels map for Wilcox Ranch 2 filed of record in the Official Records of the County Recorder, Washoe County, Nevada including any real and personal property and all easements for rights of way in connection with springs, creeks, streams, ditches and laterals, also all ditch rights, storage ponds and reservoirs, dams, diversion works,

flumes, and other works and devises used for the conveyance or distribution of said waters to the shareholders who are entitled to the use of said water, together with the operation and maintenance of such works, to distribute such water to the shareholders in the manner, time and quantities available for distribution as determined by the Board of Directors, and to acquire and own all easements for ingress and egress to and from such works and facilities for the purpose of inspection, operation and maintenance, but the incorporators expressly exclude therefrom any business or service in the nature of or appertaining to a public utility or to the general public and the incorporators expressly disclaim the business or service of a public utility.

In furtherance of such purposes the Company shall have the power to (a) fix, levy, collect and enforce payment of all charges for annual and special assessments, pay all expenses in connection with the construction and maintenance of such works and facilities as well as the ingress and egress easements and pay such other expenses incident to the conduct of the business of the corporation; (b) acquire (by gift, purchase, or otherwise) or lease real or personal property in connection with affairs of the corporation; (c) borrow money and mortgage, pledge or hypothecate any and all of its real or personal property as security for any such money borrowed provided that any such borrowing shall have the written assent of seventy-five percent (75%) of the shareholders; (d) participate in mergers or consolidations with other non-profit corporations organized for the same purposes or annex additional property provided that any such merger, consolidation, or annexation shall have the written

assent of seventy-five percent (75%) of the shareholders;
(e) have and exercise any and all powers, rights, and privileges which a corporation organized under the non-profit corporation law of the State of Nevada by law may now or hereafter have or exercise.

IV. INCORPORATORS:

The names and addresses of the incorporators and original members of the corporation are as follows:

Evelyn Fitch	1001 Pyramid Way Sparks, Nevada 89431
Thomas Pratt	6105 Whiskey Springs Road Reno, Nevada 89510
Lorne B. Pratt	P. O. Box 18114 Fountain Hills, Arizona 85268

V. STOCK:

The authorized capital of this corporation shall consist of four hundred twenty-four (424) shares of common stock with a par value of One Dollar (\$1.00) each. The stock shall be divided into three hundred fifty-eight (358) shares of Class A stock and sixty-six (66) shares of Class B stock. Each share of Class A stock shall represent one (1) acre foot of water per year, subject to availability, for irrigation purposes and each share of Class B stock shall represent one (1) acre foot of water per year, subject to availability, for recreational and storage purposes. No shareholder shall have any preemptive rights to stock. Each shareholder shall have one vote in the affairs of the Company regardless of the number of shares owned. The stock, after the amount of the subscription price has been paid in, shall not be subject to any assessment whatsoever to pay the debts of the corporation.

VI. SHAREHOLDERS:

The shareholders shall be the owners of the Parcels described in Section F of the Declaration of Reservations for Wilcox Ranch 2, recorded in the Official Records of the County Recorder, Washoe County, Nevada, as well as the owner of the Northeast quarter (NE1/4) of Section 18, Township 21 North, Range 22 East of the M.D.B. and M., Washoe County, Nevada.

VII. ASSESSMENTS:

The first annual assessment will be for calendar year 1982 and shall be in an amount to be established by the Board of Directors and shall be levied against the Parcel, based on the number of shares owned by the owner of the Parcel. The assessment will start accruing on January 1, 1982. Thereafter the annual assessment in any given year shall not exceed One Hundred Twenty-Five percent (125%) of the previous years assessment or One Hundred Twenty-Five percent (125%) of the assessment for 1982, whichever is greater, without the affirmative vote or written assent of seventy-five percent (75%) of all shareholders. In any case the amount of the assessment shall be based on the cost of services to be provided by the Company. Each assessment is the personal obligation of the owner of the shares at the time the assessment is declared and shall constitute a lien in favor of the Company on the Parcel against which it is made and shall be payable together with interest thereon at the maximum legal rate and any cost of collection thereof. The Company shall be entitled to enforce its liens following the procedure provided by the laws of the State of Nevada for the enforcement of mechanic and materialmens liens except that the enforceability of such

liens shall not depend upon any action by the Company nor the timeliness thereof in filing a claim for payment of charges or assessments secured by such lien. The failure of the Company to assert or file any claim with respect to a particular charge or assessment shall not constitute or be construed to constitute a waiver by the Company of any such charge or assessment. Any claim against the Company shall not constitute a defense or offset in any action by the Company for non-payment of any amount which may be assessed. Any lien created hereby shall be subject and subordinate to the lien of any mortgage or deed of trust now or hereafter placed upon a Parcel.

VIII. SPECIAL ASSESSMENTS:

The Company may from time to time fix and levy special assessments for capital improvements to the water facilities operated by the Company. Such special assessments shall be approved by seventy-five percent (75%) of all shareholders of the Company and shall be enforceable in the same manner as ordinary assessments referred to in the preceding paragraph.

IX. DIRECTORS:

The governing board of the Company shall be known as the Directors and the number of Directors shall be not less than three (3) nor more than seven (7). The names and resident addresses of the first Board of Directors, which shall be three (3) in number are as follows:

1. Lorne B. Pratt
P. O. Box 18114
Fountain Hills, Arizona 85268
2. Thomas Pratt
6105 Whiskey Springs Road
Reno, Nevada 89510

3. Charlotte Mills
P. O. Box 18114
Fountain Hills, Arizona 85268

X. TERM:

The term of the corporation shall be fifty (50) years from the date of incorporation.

XI. AMENDMENTS:

These Articles may be amended in whole or in part with the assent of two-thirds of the voting members except that any amendment to Articles III(c), III(d), VII and VIII of these Articles requires the assent of seventy-five percent (75%) of the shareholders of the Company.

XII. NON-PROFIT CORPORATION:

The Company is not formed for the pecuniary gain or profit of, and none of its earnings or any part thereof is distributable to, its shareholders, directors, officers or any private persons, except as provided by law.

WE, THE UNDERSIGNED, each being residents of the state of Nevada and the incorporators and original members of the above named stock, non-profit corporation, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereto set our hands this 24th day of August, 1981.

/s/ Evelyn Fitch
Evelyn Fitch

/s/ Thomas Pratt
Thomas Pratt

/s/ Lorne B. Pratt
Lorne B. Pratt

STATE OF NEVADA.)
)
COUNTY OF MARICOPA) ss.

On this 24th day of August, 1981, before me, a
Notary Public, personally appeared Lorne B. Pratt, who
acknowledged that he executed the above instrument.

/s/ Phyllis A. Heidrich
Notary Public

S E A L

Commission Expires: February 5, 1983

STATE OF NEVADA)
)
COUNTY OF WASHOE) ss.

On this 24th day of August, 1981, before me, a
Notary Public, personally appeared Evelyn Fitch and Thomas Pratt,
who severally acknowledged that they executed the above
instrument.

/s/ Phyllis A. Heidrich
Notary Public

S E A L

Commission Expires: February 5, 1983