

AUG 23 2007

**ARTICLES OF INCORPORATION
OF**

FILE NO. 13891989 BRIMHALLS' XIII, INC.
(an Arizona Non-Profit Corporation)

1. Name. The name of the corporation is: BRIMHALLS' XIII, INC.
2. Purpose. The purpose of this corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for charitable, educational and scientific purposes. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future within the meaning of Section 501(cc) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code) and Arizona law.
3. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(cc) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code), or (b) by a corporation, contributions to which are deductible under section 501(cc) of the Internal Revenue Code (or corresponding section of any future federal tax code).
4. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(cc) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
5. Indemnification. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

13891989

6. Board of Directors. The initial board of directors shall consist of twelve directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until their successors are elected and qualifies are:

RICHARD BRIMHALL
1038 North 1000 West
Provo, Utah 84604

JEROLD KRIS BRIMHALL
2251 West Concho Circle
Mesa, Arizona 85201

JERRY D. GOODMAN
1214 South Merino Avenue
Mesa, Arizona 85206

GALE J. BRIMHALL
1309 North Mission Cove Lane
Gilbert, Arizona 85234

LOGAN BURDAL BRIMHALL
P.O. Box 1028
Pinedale, Arizona 85937

GRANT R. BRIMHALL
637 Camino Rojo
Thousand Oaks, California 91360

ROY LYNN BRIMHALL
830 North Ashbrook Circle
Mesa, Arizona 85213

GARY LIN STAPLEY
188 North Spencer Lane
Thatcher, Arizona 85552

BRAD TIDWELL
P.O. Box 1286
Pinedale, Arizona 85934

DONNA BRIMHALL
5940 East Casper Road
Mesa, Arizona 85205-3442

DAN JESS BRIMHALL
P.O. Box 1852
Showlow, Arizona 85902

SAMUEL TAYLOR GOODMAN
P.O. Box 1104
Show Low, Arizona 85902

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Known Place of Business. The street address of the known place of business of the Corporation is: 1309 North Mission Cove Lane, Gilbert, Arizona 85234.

8. Statutory Agent. The Corporation hereby appoints BENEDICT & MARTIN, P.L.L.C., whose address is 3333 East Camelback Road, Suite 175, Phoenix, Arizona 85018, as its initial Statutory Agent.


9. Incorporators. The names and address of the Incorporators of the Corporation are:

GALE J. BRIMHALL
1309 North Mission Cove Lane
Gilbert, Arizona 85234

All powers, duties and responsibilities of the Incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

10. Members. The corporation will not have members.

EXECUTED this 2nd day of March, 2007, by all of the incorporators.



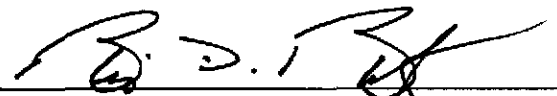
GALE J. BRIMHALL

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, **BENJAMIN D. BENEDICT**, Co-Manager of **BENEDICT & MARTIN, P.L.L.C.** having been designated to act as Statutory Agent for **BRIMHALLS' XIII, INC.**, hereby consent to act in that capacity until removed or upon submission of proper resignation in accordance with the Arizona Revised Statutes.

BENEDICT & MARTIN, P.L.L.C.

Dated: 8/29/07


BENJAMIN D. BENEDICT, Co-Manager

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

BRIMHALLS' XIII, INC.
EXACT CORPORATE NAME,

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information **MUST** be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|--|---|
| 1. Name and address of the corporation. | 4. Dates of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none">(a) Was incorporated.(b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is _____.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Jalyn Brimhall DATE 8/20/07 BY _____ DATE _____
TITLE INCORPORATOR TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE.
(If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty (60) days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an amended certificate within the 60-day period, or business days shall prevail, or a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.