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AZ CORPORATION COMMISSION  
FILED

FEB 22 2008

**AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION**AZ CORPORATION COMMISSION  
FILEDFILE NO. 00857387

JAN 25 2008

FILE NO. 00857387

CORPORATION: HENRY-DAVIS, INC.

MEETING: Shareholders and Directors Meeting held on January 2, 2007

The undersigned, being all the Directors and Shareholders of this corporation, hereby certify that the following is a true and correct copy of a resolution adopted by consent for this corporation as of the Effective Date under the statutes of the State of Arizona and under this corporation's By-Laws allowing directors and shareholders to take action by consent. At that meeting were present, in person or by proxy, the 500 shares, which constitute 100% of the outstanding voting stock of the corporation. With 100% of the outstanding shares being present voted to approve this amendment. There was no votes against this amendment. The number of votes cast for approval of this amendment was sufficient for approval. A resolution was duly, regularly, and unanimously adopted by the shareholders of the corporation to amend and restate the Articles of Incorporation in their entirety to read as follows:



1. **Name**. The name of the corporation is HENRY-DAVIS INC.
2. **Principal Place of Business**. The address of the corporation is 619 W. Pima Street, P.O. Box 768, Gila Bend, Arizona 85337.
3. **Statutory Agent**. DUFEE & PHELPS, PLLC, 1423 S. Higley Road, Ste. 127, Mesa, AZ 85206, is appointed and consents to act as the statutory agent.
4. **Capital Stock**. The corporation is authorized to issue 100,000 shares of Voting stock, and 900,000 shares of Non-Voting stock. The Voting and Non-Voting shares are identical except as to voting rights. The shareholders shall have preemptive rights on the issuance by the corporation of shares or securities convertible into shares \*and preferential rights on the sale of shares by shareholders.
5. **Director and Officer Liability**. To the maximum extent permitted by law, a director or Officer of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or failure to act. Any repeal, amendment, or modification of this article shall not increase the liability of a director or officer of the corporation arising out of acts or omissions occurring before the repeal, amendment, or modification becomes effective.
6. **Directors**. The number of persons to serve on the Board of Directors thereafter shall be fixed by the By-Laws of the corporation. The directors are:

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5. **Directors.** The number of persons to serve on the Board of Directors thereafter shall be fixed by the By-Laws of the corporation. The directors are:

RON L. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
DIANNE G. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
TONY R. DAVIS, P.O. Box 768, Gila Bend, AZ 85337

RON L. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
DIANNE G. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
TONY R. DAVIS, P.O. Box 768, Gila Bend, AZ 85337

7. **Officers.** The initial officer(s), who serve at the pleasure of the board of directors, are:

President: RON L. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
Vice-President: TONY R. DAVIS, P.O. Box 768, Gila Bend, AZ 85337  
Secretary/Treasurer: DIANNE G. HENRY, P.O. Box 768, Gila Bend, AZ 85337

8. **Indemnification.** The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law and as provided in the By-Laws of the Corporation.



**IN WITNESS WHEREOF**, the undersigned, being all the shareholders and directors, execute this document to be effective as of the date of the above-entitled meeting.

THE HENRY TRUST, dated November 1, 2006, Shareholder

  
RONALD L. HENRY, Co-Trustee

  
DIANNE G. HENRY, Co-Trustee

  
RONALD L. HENRY, Director

  
DIANNE G. HENRY, Director

THE DAVIS TRUST, dated December 1, 2006, Shareholder

  
TONY R. DAVIS, Trustee

  
TONY R. DAVIS, Director

**DURFEE & PHELPS, PLLC**  
**Statutory Agency**

  
RICHARD E. DURFEE JR., Manager

RON L. HENRY, P.O. Box 768, Gila Bend, AZ 85337  
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