

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PACWEST INVESTMENTS, 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 _____

PACWEST INVESTMENTS, INC.

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: *July 21, 1983*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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SECRETARY OF
STATE

PACWEST INVESTMENTS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned persons, all being of full legal age, and all of whom are citizens of the United States of America, do hereby associate ourselves together for the purpose of forming a general business corporation under the laws and statutes of the State of Idaho, and in compliance with Title 30, Idaho code, do hereby certify as follows:

ARTICLE I

NAME: The name of this corporation is and shall be:

PACWEST INVESTMENTS, INC.

ARTICLE II

DURATION: The duration of this corporation shall be perpetual.

ARTICLE III

LOCATION AND POST OFFICE ADDRESS: The location and post office address of the registered office of this corporation in the State of Idaho shall be as follows:

Idaho First Plaza
101 South Capitol Boulevard
Suite 1103
Boise, Idaho 83702

ARTICLE IV

DESCRIPTION OF SHARES: The authorized capital stock of the corporation shall consist of Five thousand shares of \$1.00 par value stock. All of the stock shall be of the same class, have the same powers and voting rights and shall not be assessable for any purpose whatsoever.

ARTICLE V

NAMES AND ADDRESSES OF INCORPORATORS: The business of the corporation shall be managed by a Board of Directors consisting of at least two directors. The qualifications, the term of office, manner of electing directors, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the incorporators and initial directors until the first annual meeting are as follows:

Fernando Bensusaski	Idaho First Plaza, 101 South Capitol Boulevard Suite 1103, Boise, Idaho 83702
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ARTICLE VI

MANAGEMENT OF CORPORATION: The management of this corporation shall be vested in a board of not less than two directors, who shall be elected by the stockholders at the annual meeting of the stockholders. The number of members upon the board may be expanded or diminished from time to time by a two-thirds vote of the directors at any regular or special meeting called for that purpose.

The Board of Directors shall convene at least once a year immediately following their election to office, but may from time to time assemble for special meetings, either with or without notice, either within or without the State of Idaho, as often as said Board of Directors may be called into session by the President of said corporation.

Nothing in these Articles of Incorporation shall require any director or officer to be a stockholder of said corporation.

At all meetings of the Board of Directors, a majority vote shall be required to pass any official act of the corporation, except wherein a different requirement is imposed by the statutes of the State of Idaho. At the first annual meeting of the Board of Directors, said Directors shall elect officers of said corporation. The officers of this corporation shall be as follows:

President -	Fernando Bensusaski
Secretary/Treasurer -	Jim B. Young

but nothing herein contained shall prevent the Board itself to create additional offices of the corporation.

The qualifications, term of office, manner of electing directors, time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws.

ARTICLE VII

REGISTERED AGENT: The registered agent for this corporation shall be:

Fernando Bensusaski	Idaho First Plaza, 101 South Capitol Boulevard, Suite 1103, Boise, Idaho.
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ARTICLE VIII

PURPOSES: The purposes for which this corporation is to be formed are:

(a) To acquire other real estate, by purchase, lease or otherwise, to improve and develop the same, and to offer such properties for rent, or lease, and to sell or hold such properties.

(b) To purchase, breed, raise, produce, or otherwise acquire, invest in, own, hold, use, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in, and deal with any and all kinds of animals and agricultural products, and manufacture, produce, purchase, or otherwise acquire, invest in, own, mortgage, create security interests in, pledge, sell, assign, transfer, or otherwise dispose of, deal in, and deal with any and all articles or things manufactured, produced, resulting, or derived in whole or in part from animals or agricultural products of any kind, whether to be used as food or in commerce, manufacture, the sciences, the arts, or otherwise.

(c) To acquire by purchase, or to produce, and to sell, milk and eggs; to preserve the same by refrigeration, condensation, evaporation, chemical or mechanical treatment or process, or otherwise; to make, buy, and sell cheese, butter, buttermilk, and everything that can be made or derived from milk or eggs; to pasteurize, sterilize, or otherwise treat milk, foods, and beverages, for the purpose of freeing them from substances and organisms injurious to health; to certify and warrant the purity of its products; to acquire and operate factories, plants, and machinery for the above purpose and for making cans, bottles, boxes, cartons, crates, and containers of all kinds; to establish, acquire, and maintain stations, deposits, gathering and delivery routes, and systems, equipment, facilities, and conveniences of all kinds for gathering, storing, working upon, and handling its materials and supplies, and for advertising, marketing, and delivering and distributing its products.

(d) To own, operate and maintain, and to construct, acquire by purchase, lease, or otherwise, trucklines or any other means of transportation now or hereafter in use for the transportation of goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in,

and carry on the business of transportation of goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description, by any means of transportation now or hereafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, grant security interests in, and sell, or otherwise dispose of or deal with trucking properties and depots, freight and storage facilities, machine and repair shops, freight, stock and repair yards, facilities of communication by telephone, radio, or otherwise, grain and other elevators, docks (loading), cars, trucks, rolling stock, buses, automobiles, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real personal or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the corporation.

(e) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debenture, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidence of indebtedness, obligations and securities for the acquisition of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.

(f) Directly, or through ownership of shares in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, building materials, and other personal and real property of every kind, and any interest therein.

(g) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose or mortgages covering any kind of property, tax liens, and transfers of tax liens of real estate.

(h) To purchase or otherwise acquire, undertake, carry on, improve, or develop, all of any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

(i) To make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Laws of the State of Idaho.

(j) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the corporation.

(k) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(l) To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency,

representation, or service, and to render any other service or assistance insofar as it lawfully may under the Business Corporation Law.

ARTICLE IX

LIMITATIONS OF LIABILITY: The private property of the stockholders shall not be liable for its obligations. The common voting stock of this corporation shall be non-assessable without the unanimous consent of all of the holders of all of the outstanding common stock proposed to be made assessable.

ARTICLE X

BY-LAWS: Within thirty (30) days next following the filing of these Articles of Incorporation, the stockholders and directors shall adopt a code of by-laws for its government, which shall not be inconsistent with the laws and statutes of the State of Idaho.

The By-Laws of this corporation may be amended or repealed, or any by-laws may be adopted at any annual or special meeting of the stockholders or any regular or special meeting of the directors, provided, however, that such call for such meeting to adopt, repeal or to amend the By-laws states such purposes. The amendment of By-laws may be by a majority vote.

ARTICLE XI

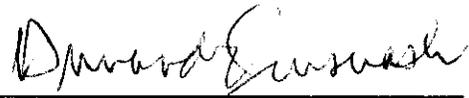
FIDUCIARY RELATIONSHIP: No contract or other transactions between the Corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by; the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors of officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, and any director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to

authorize such contract or transaction with like force and effect as if there were not such director or officer of such other corporation and not so interested.

ARTICLE XII

VOTING RIGHTS: At all elections of the directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of his shares of stock, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director, or may distribute them about the number to be voted for, or any two or more of the directors to be elected, as he may see fit.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused these Articles of Incorporation to be executed in triplicate this 20th day of July, 1983.



Fernando Bensusaski