



CERTIFICATE OF INCORPORATION
OF

NORTHWEST ENTERPRISES, INC.

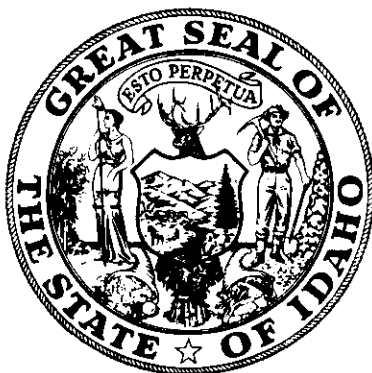
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NORTHWEST ENTERPRISES, 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 June 5, 19 80.



SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

NORTHWEST ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, MARVIN E. WHITEMAN JR., A. W. EFFINGER JR., AND MICHAEL C. MC NALLEY, BEING NATURAL PERSONS AND CITIZENS OF THE UNITED STATES OF AMERICA, DESIRING TO ASSOCIATE OURSELVES TOGETHER AS A CORPORATION UNDER THE NAME AS ABOVE SET FORTH, FOR THE PURPOSE OF BECOMING A BODY CORPORATE AND POLITIC UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF IDAHO, AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF SAID STATE, DO HEREBY MAKE, EXECUTE AND ACKNOWLEDGE THIS CERTIFICATE IN WRITING OF OUR INTENTION TO BECOME A BODY CORPORATE UNDER AND BY VIRTUE OF SAID LAWS.

ARTICLE 1.

CORPORATE NAME.

THE NAME OF THE PROPOSED CORPORATION IS NORTHWEST ENTERPRISES, INC.

ARTICLE 2.

PURPOSES AND OBJECTS.

THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON, ARE TO DO ANY AND ALL THINGS HEREIN MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD, TO-WIT:

SECTION 2.01

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET, LEASE AND USE AIRPLANES FOR BUSINESS AND RECREATION PURPOSES.

SECTION 2.02

TO ACQUIRE, OWN, OPERATE, SELL, EXCHANGE, LET OR LEASE FACILITIES FOR THE CONDUCT OF SAID BUSINESS WITHIN THE STATE OF IDAHO OR OUTSIDE THE STATE OF IDAHO.

SECTION 2.03

TO BORROW MONEY FOR THE PURPOSES OF THIS CORPORATION:

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TO ISSUE BONDS, NOTES AND DEBENTURES AND OTHER EVIDENCES OF INDEBTEDNESS THEREFOR AND TO SECURE THE SAME BY MORTGAGE OR PLEDGE OF PERSONAL PROPERTY, INCLUDING THE INCOME OF SAID CORPORATION OR BY MORTGAGE OF REAL PROPERTY EXECUTED IN TRUST OR OTHERWISE. ALL OR ANY PORTION OF THE REAL OR PERSONAL PROPERTY OF THE CORPORATION MAY BE SO PLEDGED, MORTGAGED OR HYPOTHECATED.

SECTION 2.04

TO BUILD ANY OR ALL BUILDINGS, STRUCTURES OR WAREHOUSES NECESSARY OR CONVENIENT FOR THE CONDUCT OF THE BUSINESS OF SAID CORPORATION OR OTHERS OR TO ACQUIRE THE SAME BY PURCHASE, LEASE OR OTHERWISE.

SECTION 2.05

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, IN WHOLE OR IN PART, THE BUSINESS, GOOD-WILL, RIGHTS, FRANCHISES AND PROPERTY OF EVERY KIND AND TO TAKE OVER THE WHOLE OR ANY PART OF THE ASSETS OR LIABILITIES OF ANY PERSON, FIRM, ASSOCIATION OR CORPORATION ENGAGED IN OR AUTHORIZED TO BE CONDUCTED BY THIS CORPORATION OR OWNING PROPERTY NECESSARY OR SUITABLE FOR ITS PUPOSES AND TO PAY FOR THE SAME IN CASH, IN THE STOCK OR BONDS OF THIS CORPORATION OR OTHERWISE; TO HOLD OR IN ANY MANNER DISPOSE OF THE WHOLE OR ANY PART OF THE BUSINESS OR PROPERTY SO ACQUIRED AND TO EXERCISE ALL THE POWERS NECESSARY OR INCIDENTAL TO THE CONDUCT OF SUCH BUSINESS.

SECTION 2.06

TO ENTER INTO ANY CONTRACT, CO-OPERATIVE AGREEMENT OR PROFIT-SHARING PLAN WITH ITS OFFICERS OR EMPLOYEES THAT THE CORPORATION MAY DEEM ADVANTAGEOUS OR EXPEDIENT OR OTHERWISE TO REWARD OR PAY SUCH PERSONS FOR THEIR SERVICES AS THE DIRECTORS MAY DEEM FIT.

SECTION 2.07

TO PURCHASE OR OTHERWISE ACQUIRE, OWN, HOLD, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OR EVIDENCES OF INDEBTEDNESS OF ANY KIND OR ANY KIND OR NATURE CREATED BY ANY CORPORATION OR CORPORATIONS, WHEREVER ORGANIZED, WHETHER PUBLIC OR PRIVATE.

SECTION 2.08

TO EXERCISE GENERALLY THE POWERS CUSTOMARILY EXERCISED

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BY BUSINESS CORPORATIONS AND PARTICULARLY THE POWERS PROVIDED BY THE LAWS OF THE STATE OF IDAHO REFERRING ESPECIALLY TO SECTION 30-1-4 OF THE IDAHO CODE IN ANY STATE OF THE UNITED STATES AND THROUGHOUT THE WORLD.

SECTION 2.09

TO CARRY ON ANY OTHER BUSINESS OR TO DO ANYTHING IN CONNECTION WITH THE OBJECTS AND PURPOSES ABOVE MENTIONED THAT MAY BE NECESSARY OR PROPER TO ACCOMPLISH SUCCESSFULLY OR PROMOTE THE SAID OBJECTS AND PURPOSES. THE FOREGOING CLAUSES, BY REASON OF THE SPECIFIC ENUMERATION OF POWERS, SHALL NOT BE HELD TO RESTRICT THE POWER OF THE CORPORATION TO DO ANY OF THE THINGS WITHIN THE PURVIEW OF ITS GENERAL PURPOSE.

ARTICLE 3.

CORPORATE DURATION.

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE 4.

REGISTERED OFFICE AND AGENT.

SECTION 4.01

REGISTERED OFFICE.

THE LOCATION OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF IDAHO IS 300 LENORA STREET, MC CALL, IDAHO 83638.

SECTION 4.02

REGISTERED AGENT.

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF IDAHO IS FRANK T. ELAM, WITH A POST OFFICE ADDRESS OF POST OFFICE BOX 1300-A, MC CALL, IDAHO 83638.

ARTICLE 5.

CAPITAL STOCK.

THE TOTAL AUTHORIZED NUMBER OF NO-PAR VALUE SHARES IS FIVE HUNDRED (500).

as per
Raege Udell

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ARTICLE 6.

CLASSES OF STOCK.

THE STOCK OF THE CORPORATION IS DIVIDED INTO FIVE HUNDRED (500) SHARES OF COMMON STOCK ALL WITH EQUAL RIGHTS AND PRIVILEGES AND PREEMPTIVE RIGHTS.

ARTICLE 7.

DIRECTORS.

THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY A BOARD CONSISTING OF THE NUMBER OF DIRECTORS DETERMINED BY THE BY-LAWS BUT NOT LESS THAN THREE (3) DIRECTORS. DIRECTORS OF THE CORPORATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE SHAREHOLDERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTOR VACANCIES SHALL BE FILLED IN THE MANNER PROVIDED BY THE BY-LAWS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THE INCORPORATORS HEREOF, WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.

ARTICLE 8.

INCORPORATORS.

THE NAME AND POST OFFICE ADDRESS OF EACH OF THE INCORPORATORS AND THE NUMBER OF SHARES FOR WHICH EACH SUBSCRIBED IS:

MARVIN E. WHITEMAN JR.
POST OFFICE BOX 6587
BOISE, IDAHO 83707
100 SHARES;

A. W. EFFINGER JR.
507 MORNING STAR LANE
NEW PORT BEACH, CALIFORNIA 92660
100 SHARES

MICHAEL C. MC NALLEY
3228 OCEAN BOULEVARD
CORONA DEL MAR, CALIFORNIA 92625
100 SHARES

DATED THIS 28TH DAY OF MARCH, 1980.

UDELL and ELAM

ATTORNEYS AND COUNSELORS AT LAW
300 LENORA STREET
P.O. BOX 1300A McCall, IDAHO 83638
PHONE (208) 634-2108 or (208) 634-2100

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Marvin E. Whiteman Jr.
MARVIN E. WHITEMAN JR.

A.W. Effinger Jr.
A. W. EFFINGER JR.

Michael C. McNalley
MICHAEL C. MC NALLEY

STATE OF IDAHO)
(SS.
COUNTY OF VALLEY)

ON THIS 28TH DAY OF MARCH, 1980, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED MARVIN E. WHITEMAN JR., KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO ME THAT HE EXECUTED THE SAME AS HIS OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

Frank T. Elam
FRANK T. ELAM
NOTARY PUBLIC FOR IDAHO
RESIDING AT MCCALL, IDAHO

STATE OF CALIFORNIA)
(SS.
COUNTY OF ORANGE)

ON THIS 16th DAY OF April, 1980, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED A. W. EFFINGER JR. AND MICHAEL C. MC NALLEY, KNOWN TO ME TO BE THE PERSONS WHO EXECUTED THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME AS THEIR OWN FREE ACT AND DEED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL AS OF THE DAY AND YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

UDELL and ELAM

ATTORNEYS AND COUNSELORS AT LAW
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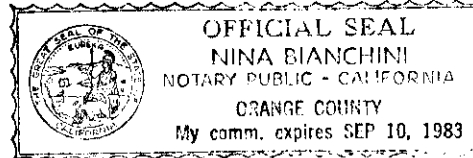
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Nina Bianchini

NOTARY PUBLIC FOR CALIFORNIA
RESIDING AT:

*301 Newport Blvd.
Newport Beach, Calif.
92663*



301 Newport Blvd., Newport Beach, CA 92663