

FILED EFFECTIVE

2004 APR 22 AM 9:13
CLERK OF IDAHO

ARTICLES OF INCORPORATION
OF
JOHNSON-CARREL INVESTMENTS, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is JOHNSON-CARREL INVESTMENT⁹ INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

IDAHO SECRETARY OF STATE
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V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

REGISTERED AGENT

Anita Rae Carrel

REGISTERED ADDRESS

12324 N. Pinetree Road
Hayden, ID 83835-9657

VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATOR

L. W. JOHNSON

ADDRESS

1233 Vineyard Avenue
Lewiston, Idaho 83501

BOARD OF DIRECTORS

L. W. JOHNSON

ADDRESS

1233 Vineyard Avenue
Lewiston, Idaho 83501

ANITA RAE CARREL

12324 N. Pinetree Road
Hayden, ID 83835-9657

PATRICIA M. WINTER

720 West 24th Avenue
Spokane, WA 99203

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:
 1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations act.
 2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

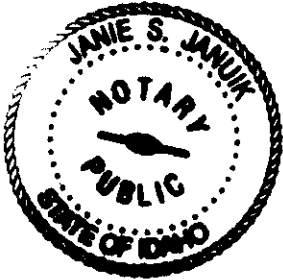
DATED this 19th day of APRIL, 2004.


L. W. JOHNSON

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 19th day of April, 2004, before me, the undersigned Notary Public for the State of Idaho, personally appeared before me L. W. JOHNSON to me known to be the Incorporator for JOHNSON-CARREL INVESTMENTS, INC., and who executed the within and foregoing instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.



Janie S. Januk
Notary Public for Idaho
Residing at Lewiston
My Commission Expires: 8-13-09