



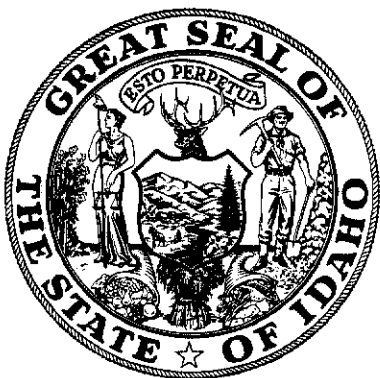
CERTIFICATE OF INCORPORATION
OF

SHADE TREE CORPORATION

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 the above named corporation, 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: **March 20, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
SHADE TREE CORPORATION

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for said corporation:

I. Corporate Name

The name of the corporation is Shade Tree Corporation.

II. Duration

The period of duration is perpetual.

III. Purposes

The purposes for which the corporation is organized are as follows:

a. To engage in or transact any or all lawful business, except banking or insurance, for which corporations may be organized under this Act;

b. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them which are not forbidden by the Act, by other law or by these Articles of Incorporation;

c. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes of the corporation without previous authorization or subsequent approval of the shareholders of the corporation.

IV. Powers

The corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and exercise all the powers specified in the Act;

b. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association or cooperative association with any domestic corporation or foreign corporations, associations, partnerships, individuals or other entities, and to enter into general or limited partnerships;

c. To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by domestic or foreign corporations, associations, partnerships, individuals or other entities;

d. Each of the foregoing clauses of this section shall be construed as independent powers. The matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation creating them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

e. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out and the exercise of the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

V. Shares

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of

capital stock, consisting of one class and one series, common stock no par value.

VI. Dividends

Dividends shall be paid only pursuant to the following provisions:

a. The holders of the capital stock shall be entitled to receive dividends, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus.

Dividends are payable either in cash, in property or in shares of the capital stock;

b. No dividends shall be paid upon the capital stock by any medium under any of the following circumstances:

1. If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a re-valuation of assets; or

2. If the corporation is thereby rendered incapable of paying its debts as they become due in the usual course of its business.

VII. Cumulative Voting

At each election for Directors, every holder of the capital stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are Directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

VIII. Preemptive Right

Preemptive rights are specifically allowed to attach to shares issued by Shade Tree Corporation said rights, if any, to be determined according to requirements of law.

IX. Bylaws

The initial Bylaws shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

X. Directors

The Board of Directors shall have all rights and obligations allowed by the Act.

XI. Officers

The officers of the corporation shall consist of a President and a Secretary-Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the Bylaws. The offices of President and Secretary-Treasurer may be held by the same person so long as only one natural person shall own all shares which are issued and outstanding.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

XII. Amendments

The corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Act.

XIII. Registered Office and Agents

The address of the initial registered office of the corporation is 41 Shade Tree Lane, Kamiah, Idaho 83536. The name

of the initial registered agent of the corporation is Edward Dennis Higley, an individual resident in Idaho whose business is at the above address.

XIV. Data Respecting Directors

The initial Board of Directors shall consist of one (1) member. The name and address of the person who is to serve as the Board of Directors until the first annual meeting of shareholders and until his successors shall have been elected and qualified is Edward Dennis Higley, #1 Shade Tree Lane, Kamiah, Idaho 83536. The Board of Directors elected at the first annual meeting of shareholders shall consist of one (1) person. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of reducing such number below one (1) or shortening the term of any incumbent Director. Ownership of stock in the corporation is not a prerequisite to hold the position of Director of the corporation. In the absence of a provision in the Bylaws fixing the number of Directors, the number of Directors shall be one (1).

XV. Data Respecting the Incorporator

The name and address of the incorporator is Edward Dennis Higley, a natural person, whose address is #1 Shade Tree Lane, Kamiah, Idaho 83536.

IN WITNESS WHEREOF, I, EDWARD DENNIS HIGLEY, the incorporator, have hereunto set my hand and seal to these Articles of Incorporation this 17th day of ~~February~~ ^{March}, 1987.

Edward D. Higley
EDWARD DENNIS HIGLEY

STATE OF I D A H O)
 : SS
County of Nez Perce)

On this 17th day of ^{March}~~February~~, 1987, before me
Michael J. Tuell, the undersigned, a Notary Public in and
for the State of Idaho, personally appeared EDWARD DENNIS HIGLEY,
known or identified to me to be the person whose name is subscribed
to the within instrument and acknowledged to me that he 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 hereinabove
written.

(SEAL)

Michael J. Tuell
Notary Public in and for the State
of Idaho, residing at Lewiston.
My Commission Expires: 1/4/88

I, EDWARD DENNIS HIGLEY, being first duly sworn, do hereby
declare and on my oath say:

That I am the incorporator of Shade Tree Corporation,
that I have read the foregoing document, well know the contents
therein, and verily believe that the facts stated therein are true
to the best of my knowledge and belief.

Edward D. Higley
EDWARD DENNIS HIGLEY

STATE OF I D A H O)
 : SS
County of Nez Perce)

I, Michael J. Tuell, a notary public, do
hereby certify that on this 17th day of ^{March}~~February~~, 1987, personally
appeared before me EDWARD DENNIS HIGLEY, who, being by me first
duly sworn, declared that he is the incorporator of Shade Tree
Corporation and that he signed the foregoing document as incorporator
of such corporation, and that the statements therein contained are
true.

(SEAL)

Michael J. Tuell
Notary Public in and for the State
of Idaho, residing at Lewiston.
My Commission Expires: 1/4/88