



CERTIFICATE OF INCORPORATION
OF

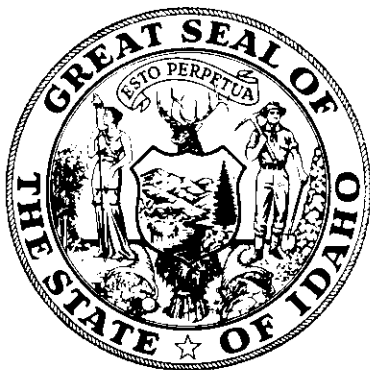
CHARTER NORTHWEST CORPORATION

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 _____
CHARTER NORTHWEST 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: December 14, 1981



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

SECRETARY OF STATE

by: A handwritten signature in cursive script, reading "Penny Gura".

ARTICLES OF INCORPORATION
OF
CHARTER NORTHWEST CORPORATION

The undersigned incorporator desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE - NAME

The name of the corporation is CHARTER NORTHWEST CORPORATION.

ARTICLE TWO - PURPOSES

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE - DURATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 313 Sherman Avenue, City of Coeur d'Alene, County of Kootenai, 83814. The name of the corporation's initial registered agent at such address is E. A. EDMUNDS.

ARTICLE FIVE - STOCK

The total authorized number of One Dollar (\$1.00) par value shares of stock is 25,000. The aggregate par value of the total authorized number of par value shares is TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00). The total authorized number of shares without par value is NONE.

- (1) The total amount of stock to be issued;
- (2) The price per share of the stock to be issued;
and
- (3) Each existing stockholder's proportionate share
and the number of shares to be issued to which
each may subscribe.

E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.

F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE SEVEN - DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualifies is:

E. A. EDMUNDS	313 Sherman Avenue Coeur d'Alene, Idaho 83814
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ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporator is:

E. A. EDMUNDS	313 Sherman Avenue Coeur d'Alene, Idaho 83814
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ARTICLE NINE - ADDITIONAL PROVISIONS

Restriction on the alienation of stock:

A. Except as otherwise provided, a stockholder who desires to sell or transfer his shares of stock must first offer them for sale to the corporation, and then to the existing shareholders on a pro rata basis it being the intention hereof to give first the corporation and then the existing shareholders a preference in the purchase of them, and any attempted sale in violation of this section is null and void

B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, except as hereinafter noted, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the existing shareholders, who wish to exercise their preference on a pro rata basis. The corporation shall give notice by registered or certified mail to existing shareholders who must indicate their intent to purchase to the corporation in writing within 20 days. Unless his terms are accepted by said existing shareholders within 20 days, he shall be at liberty to sell to the named purchaser.

If the corporation believes that the terms of the sale are unreasonable, then the President and Treasurer or the Board of Directors of the corporation shall within twenty (20) days after delivery of such notice select an appraiser and give written notice of his name and residence address to the person desirous of making such sale, or transfer and said person shall also appoint an appraiser and notify the corporation of his name and address within twenty (20) days; the two appraisers so selected shall within twenty (20) days after the giving of the last named notice select a third appraiser who shall be experienced in the business of loaning money or in banking and who shall reside or be engaged in business in the city in which the general administrative office of the corporation is located; and they shall at once notify both parties in writing of the name and residence address of the third appraiser.

If the two appraisers so selected shall not within twenty (20) days select a third appraiser, either party may apply on ten (10) days' written notice to the other, to any judge of any court of general jurisdiction in the above-mentioned city for the appointment of such third appraiser.

The three appraisers so selected shall within twenty (20) days after the selection of the third appraiser appraise such share or shares proposed to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and shall forthwith give written notice of their determination to both parties. In determining the value, good will shall not be considered.

The appraisal shall take place at the general administrative office of the corporation and the appraisers shall notify both parties in writing of the time when the appraisal will be made; each party shall pay the expenses and fees of the appraiser selected by him or it and one-half of the expenses and fees of the third appraiser.

The Board of Directors shall have the option, for twenty (20) days after receipt of the corporation of written notice of determination of the appraisers, of purchasing the share or shares for the corporation at the appraised value. Payment for any such share or shares may be made by the board by depositing the appraised value to the credit of such shareholder, executor, administrator, grantee, assignee, or pledgee, as the case may be, in any bank in trust, to be paid to such person by the bank on the surrender of the certificate or certificates for the share or shares of Class A or Class B stock properly indorsed; the board shall give written notice of such deposit to the seller.

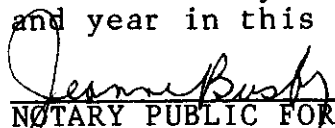
IN WITNESS WHEREOF, the party hereto has executed these presents on this 4th day of December, 1981.


E. A. EDMUNDS

STATE OF IDAHO)
) ss
County of Kootenai)

On this 4th day of December, 1981, before me, the undersigned Notary Public, personally appeared E. A. EDMUNDS, known to me to be the person whose name is subscribed to the foregoing 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 above written



NOTARY PUBLIC FOR IDAHO
Residing at Coeur d'Alene
My bond is life term.