

State of Idaho



CERTIFICATE OF INCORPORATION OF

RICH WOODS DISTRIBUTING 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 _____

RICH WOODS DISTRIBUTING 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.

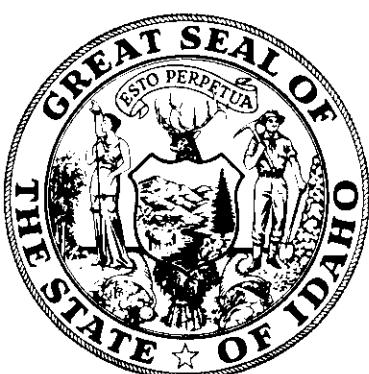
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 7, 1984



SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION

OF

RICH WOODS DISTRIBUTING INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following:

ARTICLES OF INCORPORATION

I.

The name of the corporation is RICH WOODS DISTRIBUTING INC.

II.

The general nature of the business proposed is: to engage in the wholesale distributing of beer and wine, and all other lawful business;

To deal in the purchase and sale of various evidences of indebtedness in connection with real and personal property; further,

To manufacture, produce or otherwise acquire, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise, real and personal, of every class and description, and to engage in any commercial, industrial, or agricultural enterprise adjudicated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To issue stock and/or bonds, to raise necessary capital to carry out the effect thereof; to own, buy, sell, lease, mortgage, pledge, and hypothecate, or in any way to

encumber real and/or personal properties; to execute and deliver instruments necessary therefor; to borrow money; to buy, sell, trade or in any way deal with stock of this corporation or of any other corporation; and

1 To engage in all and any business contemplated and
2 within the purview of the Idaho Code § 30-101 and subsequent
3 sections to Title 30, Idaho Code.

4 III.

5 The duration of this corporation shall be perpetual.

6 IV.

7 The location of the registered office of this
8 corporation in the State of Idaho is at: 1001 Spokane St.,
9 Post Falls, ID 83814. The name of the registered agent of the
10 corporation at that address is James F. Judd, whose mailing
11 address is: P.O. Box 999, Post Falls, ID 83854.

12 V.

13 The total number of par value shares authorized is
14 Fifty Thousand (50,000) Shares of non-assessable, voting common
15 stock having a par value of One (\$1.00) Dollar per share. The
16 aggregate par value of the total authorized number of par value
17 shares is Fifty Thousand (\$50,000.00) Dollars. The company is
18 permitted to purchase its own stock.

19 VI.

20 The holders of shares of any class of the
21 corporation's stock shall have the first right, during a
22 reasonable time to be fixed by the board of directors, to
23 purchase shares of the same class authorized for sale by the

corporation, in proportion to their respective holdings of shares of such class at a price to be fixed by the board of directors.

VII.

1 The name and post office address of each incorporator
2 is as follows:

3 Name ADDRESS
4 James F. Judd P.O. Box 999, Post Falls, ID 83854

5 VIII.

6 The following provisions are adopted for the purpose
7 of further defining, limiting and regulating the business of
8 the corporation, its directors and stockholders:

9 (a) The Board of Directors herein named is expressly
10 authorized to adopt the initial By-laws of this corporation.
11 Thereafter, the Board of Directors is authorized, without the
12 consent of the stockholders, to alter, amend and rescind the
13 by-laws of the corporation; provided, however, that it is not
14 empowered to alter, or rescind any by-laws relative to the
15 number of directors of this corporation, their qualifications,
16 the method and manner of voting for their selection, the terms
17 of their offices or their compensation, and it shall not
18 abrogate the shareholders' right to exclusive control of these
19 matters.

20 (b) Additional powers may be conferred upon the
21 board of directors of the corporation from time to time by its
22 by-laws or by vote of a majority of the stockholders at a
23 regular or special meeting called for that purpose, and any

powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

(c) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

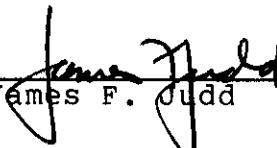
IX.

The name and address of each of the initial Board of Directors who shall serve as a Board of Directors until the first annual meeting of the shareholders or until successors are duly elected and qualified, is as follows:

<u>Name</u>	<u>ADDRESS</u>
Richard L. Woods	E. 12915 Guthrie Dr. Spokane, WA 99216
Delores M. Woods	E. 12915 Guthrie Dr. Spokane, WA 99216

IN WITNESS WHEREOF, these Articles of Incorporation are executed this 2nd day of May, 1984.

STATE OF IDAHO)
County of Kootenai) ss.


James F. Judd

On this 2nd day of May, 1984, before me, a Notary Public, personally appeared JAMES F. JUDD, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.


Pamela M. Gantz
Notary Public for Idaho
Residing at Post Falls
Commission expires: Life