

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HUCKLEBERRY BAY COMPANY

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: November 23, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Taylor*

ARTICLES OF INCORPORATION

OF

HUCKLEBERRY BAY COMPANY

RECEIVED
SEC. OF STATE

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KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, Richard L. Barbieri, organize(s) under the general corporation laws of the State of Idaho, and adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is Huckleberry Bay Company.

ARTICLE II: PURPOSES

The purposes for which this corporation is formed are:

Section 1: To enjoy the use of real property.

Section 2: To act as a general partner in general partnerships and in limited partnerships and to act as a limited partner in limited partnerships.

Section 3: To buy and sell all kinds of material and supplies, either on its own behalf or through agents or consignees.

Section 4: To own, operate, manage and conduct any business as it may desire, and to establish and maintain agencies or branch offices within or without the State of Idaho.

Section 5: To own, acquire, sell, lease, pledge or mortgage real and personal property, and to generally deal in real

and personal property of all kinds; to acquire by purchase, subscription or otherwise, obligations of any person, firm or corporation, including its own stock; to borrow money and secure its payment in any lawful manner.

Section 6: To apply for, obtain, purchase, lease or otherwise acquire and use any trademarks, copyrights, patents or inventions, and to use, operate and manufacture under them, and to sell and assign or otherwise dispose of them, and to loan money on any terms as it may deem proper and convenient, with or without security, in order to further the corporate purposes.

Section 7: To have a corporate seal and to alter it at pleasure.

Section 8: Generally to exercise any powers not repugnant to law which are necessary or convenient to the performance and accomplishment of the purposes stated in this Article II.

ARTICLE III: STOCK GENERALLY

Section 1: General.

The amount of capital stock of this corporation is 1,000,000 shares of common stock having a par value of \$1.00 a share.

Section 2: Dividends.

Dividends may be declared by the Board of Directors and paid to the holders of the common stock out of any assets of this corporation available for dividends.

Section 3: Preemptive Rights.

No preemptive rights exist with respect to shares of stock or securities convertible into shares of stock. Any shares of stock and securities convertible into shares of stock that may be issued at any time may be disposed of without being offered to shareholders.

ARTICLE IV: DURATION

The duration of this corporation is perpetual.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701, and the registered agent of the corporation is C T CORPORATION SYSTEM at the same address. The registered office and agent may be changed from time to time by resolution of the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of the number of directors, not less than one nor more than fifteen, as may be determined by State law and as may be determined from time to time by resolution of the Board of Directors, but any such determination is subject to revision by the shareholders as limited by applicable State law. The directors shall be elected at the annual meeting of shareholders or at any meeting held in lieu of the annual meeting, provided that directors elected to fill vacancies created by increasing the number of directors

shall first be elected in the manner and at the time provided in the By-Laws.

ARTICLE VII: LIMITATION OF LIABILITY

To the maximum extent permitted by law, the personal liability of a director or of an officer to the corporation or its shareholders for monetary damages for conduct as a director or officer is waived. This limitation of liability applies to all breaches of duty and acts or omissions except those for which the laws of the State of Idaho require that a corporation may not eliminate or limit liability of a director or officer.

ARTICLE VIII: ISSUANCE OF STOCK

The Board of Directors of the corporation is vested with full power and authority to issue and sell, from time to time, the authorized but unissued shares of stock and securities convertible into shares of stock and options for the purchase of the authorized but unissued shares of stock and securities convertible into shares of stock, upon the terms and conditions and for any lawful consideration that the Board of Directors may determine, all in accordance with the laws of the State of Idaho.

ARTICLE IX: AMENDMENT OF ARTICLES

Except as limited by other Articles of these Articles of Incorporation, the power is reserved to make any amendments to the Articles of Incorporation which are now or may be authorized by law, in the manner which is now or may be permitted by law,

including any amendments changing the terms of any of the outstanding stock by classification, reclassification, or otherwise.

ARTICLE X: INCORPORATORS AND FIRST DIRECTORS

The name and address of the incorporators of the corporation are Richard L. Barbieri, 6501 Columbia Center, 701 Fifth Avenue, Seattle, Washington 98104. The Directors of the corporation who will hold office and manage the affairs of the corporation until the annual meeting of shareholders and the election of their successors, and their respective post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Donald K. Barbieri	West 201 North River Drive Spokane, WA 99201
David Bell	West 201 North River Drive Spokane, WA 99201
Richard L. Barbieri	6501 Columbia Center 701 Fifth Avenue Seattle, WA 98104

ARTICLE XI: BY-LAWS

The authority to make By-Laws is vested in the Board of Directors of the corporation, subject to the power of the shareholders to change or repeal those By-Laws.

ARTICLE XII: RESTRICTION ON SALE OF STOCK

Section 1: No shareholder shall sell any of his or her shares without first offering in writing to sell such shares to all other shareholders. The purchase price of the shares shall be at their fair market value as determined by agreement of all

shareholders who are interested in transferring or purchasing any part or all of the shares. If those shareholders cannot agree, the shareholder offering to sell such shares shall demand immediate arbitration to fix the fair market value of the shares with such arbitration to be conducted by and under the rules of the American Arbitration Association. Within 30 days after the determination of value of the shares, the shareholders may elect to purchase the shares or any part of the shares at the value so established by designating in writing an intention to purchase and depositing with the President of the corporation as escrow holder an amount equal to 10% of the value of the shares being purchased. After the expiration of 30 days the shares not designated in the manner provided in this Article may be sold to persons other than shareholders, provided that if the shares are to be sold to persons other than shareholders at a price below that which they might be purchased by shareholders, the shares must be re-offered to shareholders in the manner provided in this Article at the lower price.

Section 2: Each shareholder has the right to purchase the percentage of offered shares equal to the percentage of the shareholder's stock compared to the total number of outstanding shares not counting the shares offered for sale. In the event that one or more shareholders do not elect to purchase their allocated portion of the stock the remaining shareholders may purchase those shares prorated between the purchasing share-

holders in the same ratio the purchasing shareholder's stock bears to the total stock of those shareholders who are purchasing shares.

Section 3: The unpaid balance of the purchase price of the shares shall be paid as provided in this Section 3. The President of the corporation shall notify the attorney for the corporation of the shares to be purchased and the purchase price. The attorney for the corporation shall prepare at the expense of the corporation a promissory note for the remaining 90% of the purchase price in the usual commercial form providing for payment of the balance in equal monthly installments over a five-year period with right of pre-payment without penalty interest, and with unpaid balances bearing interest at the rate of 12% per annum. The attorney shall also prepare and file or record necessary instruments to perfect the security given by the pledge. The selling shareholder shall then deliver to the attorney the share certificates properly executed for the transfer. Upon execution of the documents as provided in this Article, the President shall deliver to the selling shareholder the 10% down payment and the attorney shall distribute the documents to the appropriate parties.

Section 4: The shareholders, by a majority vote of the shares, may transfer all of the rights bestowed on the shareholders in this article to the corporation which may then act in the place of the shareholders collectively with respect to the

purchase of shares. In that event, the shareholders voting in favor of this transfer of rights to the corporation guarantee the performance of the purchase obligation by the corporation.

Section 5: The stock issued by the corporation shall bear the legend that "SHARES OF STOCK IN THIS CORPORATION ARE SUBJECT TO RESTRICTIONS ON SALE IMPOSED BY THE ARTICLES OF INCORPORATION."

ARTICLE XIII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify its officers and directors to the maximum extent permitted by applicable law for conduct in the director's or officer's official capacity which he or she reasonably believed to be in the corporation's best interest, or, in all other cases, if he or she reasonably believed his or her conduct to be at least not opposed to the corporation's best interests. No indemnification shall be made pursuant to this Article XIII in respect to any proceeding in which the officer or director shall have been adjudged to be liable to the corporation or other circumstance under which the indemnification of the officer or director shall be contrary to law.

DATED this 19 day of November, 1987.


RICHARD L. BARBIERI

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