

93164



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

CHIPPEWA, 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 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: August 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

CHIPPEWA, INC.

FILED
SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age eighteen (18) or more, and citizens of the United States of America, come for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in duplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation, and do state as follows:

ARTICLE I

The name of the corporation shall be CHIPPEWA, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, hereafter the Act.

ARTICLE IV

The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, shall be reserved to the shareholders. The Code of Bylaws may contain affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, the contract or transaction, and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be

counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any common and statutory law applicable to it.

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefor in any form.

The corporation reserves the right from time to time to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

ARTICLE V

The address of the initial registered office of the corporation shall be as follows: 512 East "D" Street, Moscow, Idaho 83843. The name of the initial registered agent of the corporation at such address is DEBORAH D. ADAMSKI.

ARTICLE VI

The private property of the stockholders shall not be subject to the payments of corporate debts to any extent whatever.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3).

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are as follows:

ARTHUR D. DeMONTIGNY	1170 Terra Dr., Moscow, Idaho 83843
ALEXANDER A. ADAMSKI	512 East "D" St., Moscow, Idaho 83843
DEBORAH D. ADAMSKI	512 East "D" St., Moscow, Idaho 83843

ARTICLE VIII

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares, and such shares shall consist of one class only and shall have no par value.

ARTICLE IX

The names and address of the incorporators are as follows:

NAMES:	ADDRESSES:
ARTHUR D. DeMONTIGNY	1170 Terra Drive, Moscow, Idaho 83843
ALEXANDER A. ADAMSKI	512 East "D" Street, Moscow, Idaho 83843
DEBORAH D. ADAMSKI	512 East "D" Street, Moscow, Idaho 83843

ARTICLE X

Any action required by the Act to be taken at a meeting of the shareholders of a corporation, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matters thereof.

IN WITNESS WHEREOF, the corporation have hereunto set their hands this 23 day of August, 1990.


ARTHUR D. DeMONTIGNY



ALEXANDER A. ADAMSKI


DEBORAH D. ADAMSKI

STATE OF IDAHO)
 : ss.
County of Latah)

On this 23 day of August, 1990, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared Arthur D. DeMontigny, Alexander A. Adamski, and Deborah D. Adamski, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they 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 in and for
the State of Idaho,
residing at Bozelle