



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

PONSNESS INCORPORATED

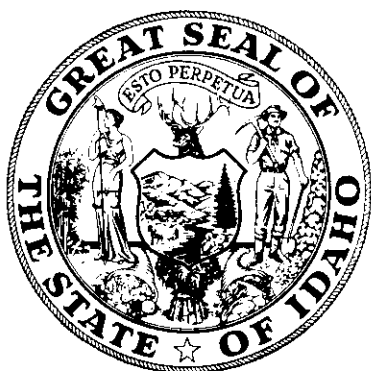
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PONSNESS INCORPORATED

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 2, 1981--



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

MAY 29 18 44 '81
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
PONSNESS INCORPORATED

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is PONSNESS INCORPORATED.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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

ARTICLE IV.

The total amount of capital of this corporation is ONE-HUNDRED-FIFTY THOUSAND and NO/100 (\$150,000.00) DOLLARS, divided into 150,000 shares, each of the par value of ONE AND NO/100 (\$1.00) DOLLARS per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than two (2) and not more than five (5) Directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have

such additional powers and authority, not inconsistent with law, as may be set forth in the Bylaws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the Bylaws.

ARTICLES VII.

In futherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any Bylaws or Bylaws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at any regular stockholder's meeting or at any special stockholder's meeting called for that purpose

ARTICLE VIII.

The address of the initial registered office of the Corporation is 1034 South Main St., Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is DENNIS ALAN PONSNESS.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS ALAN PONSNESS	P.O. Box 298 Bonners Ferry, Idaho
CONNIE LOU PONSNESS	P.O. Box 298 Bonners Ferry, Idaho

ARTICLE X.

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS ALAN PONSNESS	P.O. Box 298, Bonners Ferry, Idaho 83805
CONNIE LOU PONSNESS	P.O. Box 298, Bonners Ferry, Idaho 83805

Executed in duplicated on this 23rd day of February, 1981

Dennis A Ponsness
DENNIS ALAN PONSNESS

Connie Lou Ponsness
CONNIE LOU PONSNESS

STATE OF IDAHO:
County of Boundary: ^{SS}

I, RANDALL W. DAY, a notary public, do hereby certify that on this 23 day of February, 1981, personally appeared before me, DENNIS ALAN PONSNESS and CONNIE LCU PONSNESS, who being by me first duly sworn severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Randall W. Day
Notary Public for State of Idaho
Residing at Bonners Ferry, Idaho
My Comm. Exp.: *life*