



Department of State.

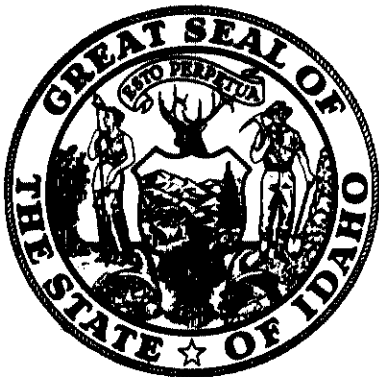
**CERTIFICATE OF INCORPORATION
OF**

CARP, 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: February 09, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION

OF

CARP, INC.

RECEIVED
SEC. OF STATE

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KNOW ALL PERSONS BY THESE PRESENTS: That we, 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 shall be CARP, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III:

The purposes for which said corporation is formed are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 30,000 shares, of \$1.00 par value.

ARTICLE V.

The location and post office address of the corporation's registered office and primary office of business shall be 2506 Caldwell Blvd., Nampa, Idaho 83651. The registered agent shall be Wm. J. Brauner, 2506 Caldwell Blvd., Nampa, Idaho, 83651.

ARTICLE VI.

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Post Office Address</u>
W. J. Spickelmire	724 South C Street Grangeville, Idaho 83530
A. C. Atwood	1302 Blaine Caldwell, Idaho 83605
Wm. J. Brauner	2506 Caldwell Blvd. Nampa, Idaho 83651

The names and post office addresses of the directors are as follows:

<u>Name</u>	<u>Post Office Address</u>
W. J. Spickelmire	724 South C Street Grangeville, Idaho 83530
A. C. Atwood	1302 Blaine Caldwell, Idaho 83605
Wm. J. Brauner	2506 Caldwell Blvd. Nampa, Idaho 83651

ARTICLE VII.

The Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than two (2) nor more than six (6).



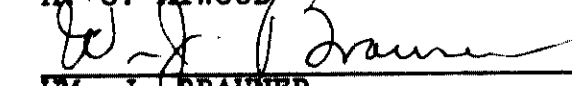
ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

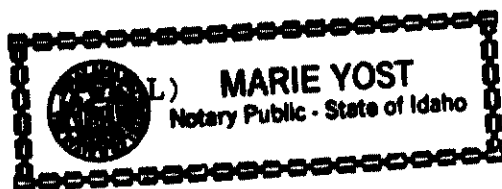
IN WITNESS WHEREOF, the undersigned incorporators of said corporation have hereunto set their hands and seals this 7th day of February, 1990.

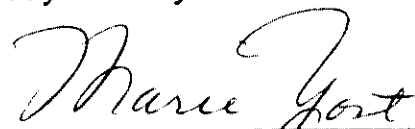

W. J. SPICKELMIRE

A. C. ATWOOD

WM. J. BRAUNER

STATE OF IDAHO)
) ss
County of Canyon)

On this 7th day of February, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared before me W. J. SPICKELMIRE, A. C. ATWOOD and WM. J. BRAUNER known to me to be the persons whose names are subscribed to the within 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 for Idaho
Residing at Nampa, Idaho