

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

H. F. MAGNUSON COMPANY

was filed in the office of the Secretary of State on the 10th day of September A.D., One Thousand Nine Hundred seventy-six and ~~will be~~ recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~Perpetual Existence~~ from the date hereof, with its registered office in this State located at Wallace, Idaho in the County of Shoshone

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 10th day of September, A.D., 19 76.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

H. F. MAGNUSON COMPANY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of the United States of America, each over the age of eighteen years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be H. F. MAGNUSON COMPANY.

ARTICLE II.

The objects and purposes for which this corporation is formed are as principals, agents, or otherwise, to do in any part of the world any and every one of the things herein set forth or permitted by law, to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To take, hold lease, mortgage, own purchase, or acquire by operation of the law or otherwise, real property or any interest therein or appurtenant thereto, including storerooms, store buildings, manufacturing and assembly plants, and any part thereof, or any interest therein, or to sell, lease, exchange, mortgage or hypothecate real estate or any interest therein and to engage in any and all undertakings and business necessary and proper to the improvements and betterment of any of the land or real property or interest therein,

owned or otherwise acquired, or to be owned or otherwise acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any land, interest in land, or other property or interest therein, of said corporation in any manner it may desire.

(b) To enter into, make, perform and carry out any and all contracts or agreements of every kind, amount and character with any person, firm, association, corporation, Federal or State government or any political subdivision, or corporation or agency thereof.

(c) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands or causes of action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the Corporation may deem necessary and convenient for its business or otherwise.

(d) To borrow and lend money from and to any person, firm, corporation, association, or Federal or State government, or any political subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said Corporation, or otherwise.

(e) To own, hold, lease, or sublet, or to conduct on its own account, or for any person, firm, association, corporation, or federal or state government or any political subdivision, or corporation or agency thereof, all and every kind of merchandise, business or property necessary or proper to carry on an account of the business of said Corporation.

(f) To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancements of the interests of the Corporation, or to the enhancement of the value of its stock, holdings and property of any kind or character.

ARTICLE III.

The corporate existence of this Corporation shall be perpetual.

ARTICLE IV.

The loation and post office address of the Corporation's registered office in this State shall be Box 469, Wallace, Idaho.

ARTICLE V.

The total authorized number of par value shares is 25,000, each with a par value of \$1.00, having an aggregate par value of \$25,000.00. All Stock shall be fully paid and nonassessable.

This corporation may at any time redeem the whole or any part of its common stock by paying therefore the net asset value as may be determined from time to time.

ARTICLE VI.

The corporate powers of this Corporation shall be vested in a Board of Directors which shall consist of at least three and not more than five Directors as may be determined from time to time by the By-Laws.

ARTICLE VII.

Names, post office addresses and number of shares subscribed by each of the incorporators is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
H. F. Magnuson	Box 469, Wallace, Idaho	1
D. L. Hess	Box 469, Wallace, Idaho	1
R. M. MacPhee	Box 469, Wallace, Idaho	1

ARTICLE VIII.

In addition to the power conferred upon the shareholders by law to make, amend or repeal the By-Laws, the Directors shall have the power to repeal and amend the By-Laws and adopt new By-Laws, but such powers may be exercised only by a majority of the whole Board of Directors.


ARTICLE IX.

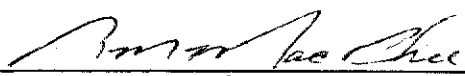
A Director or officer of the Corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the Corporation, either as vendor, purchaser or otherwise; and, in the absence of actual fraud, no transaction or contract of the Corporation shall be void or voidable by reason of the fact that any Director or officer or any firm of which any Director or officer is a member or any other corporation of which any Director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract; provided such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of the majority of a quorum of the Board of Directors or of the Executive Committee, if any, counting in for the purpose of determining the existence of such majority or quorum any Director when present who is so interested or who is a member of a firm so interested or who is a shareholder, officer or Director of a

corporation so interested; or (2) at a stockholders' meeting by a vote of the majority of the shares of stock of the Corporation represented at such meeting and then entitled to vote, or (3) by writing or writings signed by a majority of the outstanding shares of stock of the Corporation then entitled to vote or by writing or writings signed by a majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all the stockholders; and no Director or officer shall be liable to account to the Corporation for any profits realized by him from or through any such transaction or contract of the Corporation authorized, ratified or approved as aforesaid, by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, officer or director was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

IN WITNESS WHEREOF, we have hereunto set our hands this 7
day of September, 1976.


H. F. Magnuson


D. L. Hess


R. M. MacPhee

STATE OF IDAHO)
 : ss.
County of Shoshone)

On this 7th day of September, 1976, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared H. F. MAGNUSON, D. L. HESS and R. M. MacPHEE, 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 Notarial Seal the day and year in this certificate first above written.

Barbara Jefferson
Notary Public in and for the State of
Idaho, Residing at Wallace, Idaho.