

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

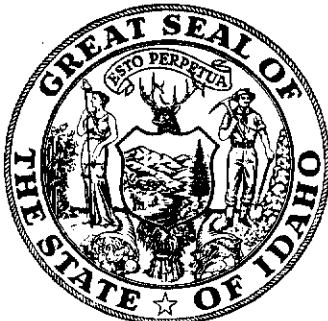
L.A. ENTERPRISES, INC.

File number C 116813

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: October 17, 1996



Pete T. Cenarrusa

SECRETARY OF STATE

By

Jonny Herold

**ARTICLES OF INCORPORATION
OF**

L.A. Enterprises, Inc.

OCT 17 9 06 AM '96
SECRETARY OF STATE
STATE OF IDAHO

Lisa A. Carothers, the undersigned, of full legal age, acting as incorporator pursuant to the Idaho Business Corporation Act, does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

ARTICLE I

NAME

The name of this corporation shall be **L.A. Enterprises, Inc.**

ARTICLE II

PURPOSES AND POWERS

2.1 **Purposes.** The nature of the business of the corporation and its objects are:

(a) This corporation shall have unlimited power to engage in and do any lawful act concerning any or all business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, pursuant to the provisions under which the Corporation is incorporated.

(b) To purchase, sell, and generally deal in, stocks, bonds, and other securities of any nature.

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To purchase, acquire, lease, hold, own, operate, use, enjoy, encumber, sell, transfer, and convey real and personal property of every kind and description or any part therein, irrespective of the nature of use, including stock in other corporations, and particularly including buildings, plants, warehouses, and factories and all kinds of commodities.

(d) To engage in any other business, the conduct of which is not forbidden to general business corporations by the Constitution, statutes, or common laws of the State of Idaho.

The objections and purposes specified in the foregoing clauses shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

2.2 Powers In addition to the powers as are now or which may hereafter be expressly provided by the laws of the State of Idaho, the Corporation shall have the following powers:

- (a) To sue and be sued, complain and defend, in its corporate name.
- (b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (d) To lend money to its employees, officers, and directors. No loans shall be made by the Corporation to its officers or directors, unless first approved by the holders of two-thirds (2/3) of the voting shares and no loans shall be made by the Corporation secured by its shares.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To enter into joint ventures or other business ventures with individuals, partnerships, or other corporations, to form other corporations, and to supply credit to and guarantee the obligations of said persons, partnerships, or other corporations.

(g) To make contracts, guarantees, and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any part of its property, franchise and income.

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act in any state, territory, district, or possession of the United States, or in any foreign country.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

(l) To indemnify any director or officer or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another corporation in

which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by her/him in connection with the defense of any action, suit or proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she/he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation; and to make any other indemnification that shall be authorized by the Articles of Incorporation or by any Bylaws or resolution adopted by the shareholders after notice.

(m) To elect or appoint officers and agents of the Corporation, and define their duties and to fix their compensation.

(n) To pay pensions and establish pension plans, pension trusts, profit sharing plans for any or all of its directors, officers, and employees, as well as establish stock bonus plans, stock option plans and other incentive plans.

(o) To cease its corporate activities and surrender its corporate franchise.

(p) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(q) To do any and all things herein set forth to the same extent as natural persons might and could do, and in any part of the world, as principals, agents, brokers, solicitors, adjusters, representatives or otherwise, and either alone or in company with other.

(r) To make any tax elections now or hereafter authorized.

(s) To become a party to agreements among all or a majority of the shareholders, which agreements may provide, among other things, for redemption of stock.

ARTICLE III

DURATION

The duration of the existence of the Corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office shall be P.O. Box 287, Ponderay, Idaho, 83852-0287 and the name of the Corporation's agent at such address is **Derald F. Drinkard.**

ARTICLE V

CAPITAL AND LIABILITIES

5.1 Authorized. The authorized capital stock of the corporation is 1000 shares of common stock with a par value of One Dollar (\$1.00) per share.

5.2 Paid in. The corporation will not commence business until consideration of the value at least \$500 has been received for the issuance of its shares.

5.3 Incorporator's Name and Address. The name and address of the incorporator of this corporation is as follows:

Lisa A. Carothers, N. 1724 Cook, Spokane, Washington 99207-5314

5.4 Fully Paid Nonassessable. No stock shall be issued for less than par value or until fully paid. After fully paying for their shares, the shareholders shall not be liable for any further costs or assessments.

5.5 Preemptive Rights. Shareholders of the corporation shall have a preemptive right to acquire unissued shares of this corporation.

5.6 Surrender for Cancellation. The Corporation shall redeem for cancellation a portion or all of the shares held by less than all of the shareholders upon such terms and conditions as may be approved by affirmative vote of the holders of two-thirds (2/3) of the shares entitled to vote thereon, unless any class of shares is entitled to vote thereon as a class, in which event the proposed surrender shall be adopted upon receiving the affirmative vote of the holder of two-thirds (2/3) of the shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. In order to obtain the necessary vote on the redemption and cancellation of shares authorized herein, the Corporation shall follow the procedure to amend Articles of Incorporation as presently codified in the Idaho Business Corporation Act.

5.7 Limitation on Transfers. No stock of this Corporation shall be transferred to any person contrary to the provisions of any agreement in effect among a part or all of the shareholders, or in effect among a part or all of the shareholders and the Corporation. The Corporation shall not be liable for any prohibited transfer if it had no notice of the agreement prior to the transfer.

5.8 Personal Liability. The property of the shareholders of this Corporation shall not be subject to the payment of the debts of the Corporation except for unpaid stock subscriptions.

ARTICLE VI

MANAGEMENT

6.1 Board of Directors. This Corporation shall be managed by a Board of Directors, number of which shall be fixed by the Bylaws.

6.2 Original Directors. The names and mailing addresses of the Directors selected to serve as such until the first shareholder's meeting or until their successors are chose and qualified is as follows:

Lisa A. Carothers, N. 1724 Cook, Spokane, Washington 99207-5314

6.3 Conflicts of Interest. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, and director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation with any person or persons, firm or association, shall be affected or validated by the fact that any director or directors of this Corporation, is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or association, and each and every person who may become a director if this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of herself/himself or any form or corporation in which she/he may be in anyway interested.

ARTICLE VII

MEETINGS

7.1 Annual Meetings. The annual meetings of the shareholders and directors shall be held at such time and at such place as may be provided in the bylaws.

7.2 Special Meetings. Special meetings of shareholders and directors may be held upon such notice and at such time and place as may be provided by the bylaws. The Board of Directors may meet and transact business of this Corporation at any place within or without the State of Idaho.

7.3 Approval of Minutes and Resolutions. Minutes or resolutions approved in writing by all of the shareholders or by all of the directors shall be valid and effectual as if they had been passed or adopted at a meeting of the shareholders or of the directors duly called and constituted.

ARTICLE VIII

BYLAWS

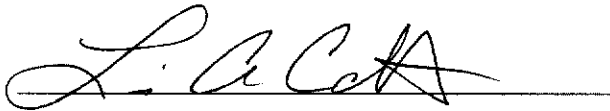
The Board of Directors shall have the authority to make and alter the Bylaws, subject to the power of the shareholders to amend and repeal them. The Board of Directors shall not make or alter any Bylaws fixing their compensation, qualifications, classifications or terms of office. No amendment to the Bylaws shall be made that alter or removes any provision for the protection of the minority shareholders without their approval.

ARTICLE IX

AMENDMENTS

This Corporation reserves the right to amend, alter, change, add to, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by the statutes of the State of Idaho. All right and powers conferred by these Articles of Incorporation are granted, subject to this reservation. No amendment to these Articles shall be made that alters or removes any provision of minority shareholders without their consent.

IN WITNESS WHEREOF, **Lisa A. Carothers**, the undersigned incorporator, has executed these Articles of Incorporation in duplicate, has signed and sealed the same on the 14th day of October, 1996.



Lisa A. Carothers, Incorporator

I, Derald F. Drinkard, hereby consent to serve as Registered Agent in the State of Idaho for the above named corporation. I understand that as agent for the corporation, it will be my responsibility to accept Service of Process on behalf of the corporation; to forward license renewals and other mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office address.



(Signature of Registered Agent)

Derald F. Drinkard, Registered Agent

10-12-96

(Date)