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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
PROCESS, INC.

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

FIRST: The name of the corporation is "PROCESS, INC.".

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares, all of which shall be common voting stock.

FIFTH: All shareholders are entitled to cumulate their votes for directors.

SIXTH: There are no provisions denying preemptive rights.

SEVENTH: The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by

IDAHO SECRETARY OF STATE

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the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

EIGHTH: The address of the initial registered office of the corporation is 12893 Highway 57, Priest River, Idaho 83856 (with a physical location of 12.8 miles North of the City of Priest River in Bonner County), and the name of the registered agent at such address is **Bates Coffield**.

NINTH: All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in a separate shareholder agreement authorized under Section 30-1-732, Idaho Code. The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

<u>Name:</u>	<u>Address:</u>
Bates Coffield	12893 Highway 57 Priest River, Idaho 83856
Sharon O'Brien	Post Office Box 36 Priest River, Idaho 83856
Barbara Johnson	12893 Highway 57 Priest River, Idaho 83856


TENTH: The names and addresses of the incorporators of this corporation are:

<u>Name:</u>	<u>Address:</u>
Bates Coffield	12893 Highway 57 Priest River, Idaho 83856
Sharon O'Brien	Post Office Box 36 Priest River, Idaho 83856
Barbara Johnson	12893 Highway 57 Priest River, Idaho 83856

IN WITNESS WHEREOF, the parties have hereunto set their hands the 24th day of October, 1997.


BATES COFFIELD


SHARON O'BRIEN


BARBARA JOHNSON