



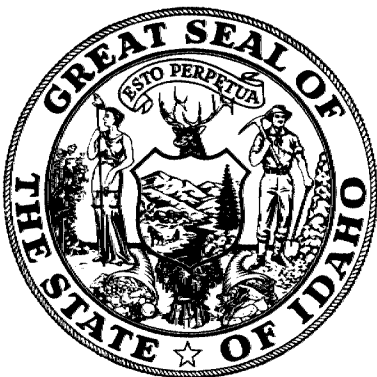
CERTIFICATE OF INCORPORATION  
OF

GREAT NORTHERN RAIL VENTURES, 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 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: August 3, 1983



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Angie Hobbs*

AUG 3 12 38 PM '88  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

GREAT NORTHERN RAIL VENTURES, INCORPORATED

KNOW ALL MEN 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 this corporation is GREAT NORTHERN RAIL VENTURES, INCORPORATED.

ARTICLE II

The objects and purposes for which this corporation are formed are:

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

ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The location and address of the registered office of the corporation shall be and is: 7019 Brookover Drive, Boise, Idaho 83709 and the name of the registered agent at such address is Allan B. Carswell.

#### ARTICLE V

The total number of shares the corporation shall be authorized to issue is 10,000 shares of common stock, which will be without par value.

#### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME AND ADDRESS</u>	<u>NUMBER OF SHARES</u>
Allan B. Carswell 7019 Brookover Drive Boise, ID 83709	25
Doreen P. Carswell 7019 Brookover Drive Boise, ID 83709	25
Joseph L. Beaver 4501 Camas Street Boise, ID 83705	50
Alan L. Stone 1826 S. Owyhee Street Boise, ID 83705	50

#### ARTICLE VII

The private property of the stockholders of the corporation

shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

#### ARTICLE VIII

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders. However, the corporation reserves the right at any future date to elect a board of directors if such action is deemed advisable by a majority of the shareholders.

(b) the incorporators set forth above are the only shareholders of the corporation at the time of incorporation.

#### ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the

corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 2nd day of August, 1988.

Allan B. Carswell  
Allan B. Carswell

Doreen P. Carswell  
Doreen P. Carswell


Joseph L. Beaver  
Joseph L. Beaver

Alan L. Stone  
Alan L. Stone

STATE OF IDAHO)  
: S  
County of Ada )

On this 26th day of July, 1988,  
before me the undersigned Notary Public in and for said State,  
personally appeared Allan B. Carswell, known to me to be the  
person whose name is subscribed to the within instrument and  
acknowledged to me that he had executed the same.

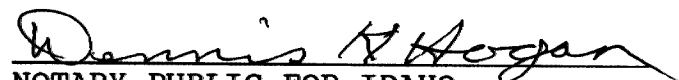
IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal the day and year in this certificate first above  
written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho

STATE OF IDAHO)  
: S  
County of Ada )

On this 27th day of July, 1988,  
before me the undersigned Notary Public in and for said State,  
personally appeared Doreen P. Carswell, known to me to be the  
person whose name is subscribed to the within instrument and  
acknowledged to me that he had executed the same.

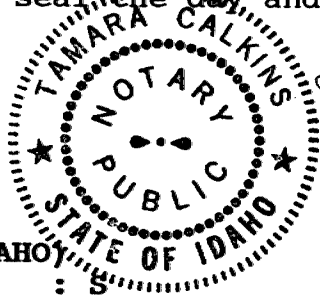
IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal the day and year in this certificate first above  
written.

  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho

STATE OF IDAHO)  
: S  
County of Ada )

On this 26<sup>th</sup> day of July, 1988,  
before me the undersigned Notary Public in and for said State,  
personally appeared Joseph L. Beaver, known to me to be the  
person whose name is subscribed to the within instrument and  
acknowledged to me that he had 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.



Tamara Calkins  
NOTARY PUBLIC FOR IDAHO

STATE OF IDAHO)  
: S  
County of Ada )

On this 29<sup>th</sup> day of July, 1988,  
before me the undersigned Notary Public in and for said State,  
personally appeared Alan L. Stone, known to me to be the person  
whose name is subscribed to the within instrument and  
acknowledged to me that he had 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.

Barbara S. Berry  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho

Residing at Boise, Idaho