

State of Idaho

Department of State

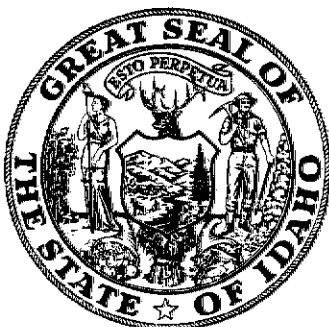
CERTIFICATE OF INCORPORATION OF

WESTERN WEARHOUSE, INC.
File number C 112771

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: November 24, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seiko*

**ARTICLES OF INCORPORATION
OF
WESTERN WEARHOUSE, INC.**

Nov 24 10 40 AM '95
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "WESTERN WEARHOUSE, INC.," and its existence shall be perpetual.

ARTICLE II.

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

ARTICLE III.

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 2800 Packsaddle Drive, Hayden Lake, Idaho 83835, with the mailing address of this Corporation being P.O. Box 2990, Hayden Lake, Idaho 83835.

2. The registered agent of this Corporation at that address shall be Cindy Evans Bass.

ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares.

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2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. This Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII.

1. The number of directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The first directors of this Corporation shall be two (2) in number and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Michael J. Bass	2800 Packsaddle Drive P.O. Box 2990 Hayden Lake, ID 83835
Cindy Evans Bass	2800 Packsaddle Drive P.O. Box 2990 Hayden Lake, ID 83835

4. The term of the first directors shall be until the first annual meeting of the shareholders of this Corporation and until their successors are elected and qualified.

5. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director, (ii) conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. This limitation shall not apply to any act or omission occurring before

the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

6. The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE VIII.

The name and address of the incorporator is as follows:

ROBERT H. DOUTHITT
LUKINS & ANNIS, P.S.
1600 Washington Trust Financial Center
717 West Sprague Avenue
Spokane, Washington 99204-0466

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 26th day of Nov., 1995.



ROBERT H. DOUTHITT