



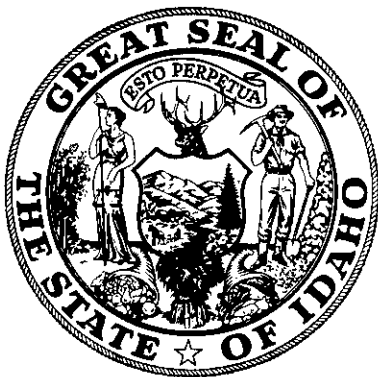
CERTIFICATE OF INCORPORATION
OF

ELK RIVER INDUSTRIES, INC.

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 28, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa". The signature is written in dark ink and is positioned above the title "SECRETARY OF STATE".

SECRETARY OF STATE

by: _____

RECEIVED
SEP 27 1988
ARTICLES OF INCORPORATION
OF
ELK RIVER INDUSTRIES, INC.

85 OCT 20 10 9 18

The undersigned natural person, of majority age hereby establishes a corporation pursuant to the laws of Idaho and adopts the following articles of incorporation.

1. NAME. The name of the corporation is: Elk River Industries, Inc.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSE AND POWERS.

3-A. Purpose. The corporation is organized for the transaction of all lawful business for which corporations may be incorporated pursuant to the Idaho Business Corporation Act.

3-B. Powers. In furtherance of the foregoing purpose, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho.

4. CAPITAL.

4-A. Authorized Capital. The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock each having a par value of \$1.00, which shall be fully paid and nonassessable.

4-B. Voting Rights. Each shareholder of record shall have one vote for each share of common stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there

are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

5. BOARD OF DIRECTORS.

5-A. Initial Board of Directors. Four directors shall constitute the initial board of directors, their names and addresses being Wayne Nordin, 129 2nd Avenue, Elk River, Idaho 83827; Earl W. Cox, 137 W. Spruce, Elk River, Idaho 83827; Raymond Ireland, 124 W. Main, Elk River, Idaho 83827; and James D. Schwartz, Hwy 8, Elk River, Idaho 83827.

5-B. Board of Directors. The number of directors shall be specified in the Bylaws and such number may from time to time be changed as provided in the Bylaws. When the Board of Directors shall consist of nine (9) or more members, in lieu of electing the whole number of directors annually, directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible, the term of office of directors of the first class to expire at the first annual meeting of shareholders after their election, that of the second to expire at the second annual meeting after their election, and that of the third to expire at the third annual meeting after their election. At each annual meeting after such classification the number of directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. In case of any increase in directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until their successors are elected and qualified.

6. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation is 110 East 1st Ave., P.O. Box 42, Elk River, Idaho 83827. The name of its initial registered agent at such address

is Charles V. Johnson.

7. RIGHTS OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION. Any of the directors or officers of this corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation either as vendor, lessor, purchaser or otherwise, nor shall any proprietorship, firm, association, or corporation of which he shall be a member, or in which he may be pecuniarily interested in any manner be so disqualified. No director or officer, nor any proprietorship, firm, association or corporation with which he is connected as aforesaid shall be liable to account to this corporation or its shareholders for any profit realized by him from or through any such transaction or contract, it being the express purpose and intent of this provision to permit this corporation to buy from, sell to, or otherwise deal with proprietorships, firms, associations, or corporations of which the directors and officers of this corporation, or any one or more of them, may be members, directors or officers, or in which they or any of them may have pecuniary interest; and the contracts of this corporation, in the absence of fraud, shall not be void or voidable or affected in any manner by reason of any such position. Furthermore, directors of this corporation may be counted for a quorum of the board of directors of this corporation at a meeting even though they may be pecuniarily interested in matters considered at such meeting, and any action taken at such meeting with reference to such matters by a majority of the directors shall not be void or voidable by this corporation in the absence of fraud.

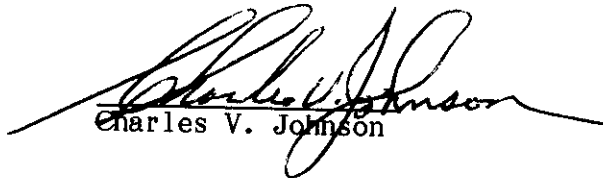
8. INDEMNIFICATION OF DIRECTORS AND OFFICERS. The corporation shall indemnify every person who is or was a director or officer of the corporation

or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, his heirs, executors and administrators at such person's request to the full extent provided by Idaho law, provided that this right of indemnification shall not apply to any action, suit or proceeding under the Securities Act of 1933, except for payment of expenses incurred in the successful defense of such action, suit or proceeding. The right to indemnification conferred by this provision shall not restrict the power of the corporation to make any indemnification permitted by law.

9. STOCKHOLDER PROPERTY. The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject to the payment of corporate debts to any extent. The shares of the corporation shall not be subject to assessment for any corporate purpose.

10. INCORPORATOR. The name and address of the incorporator is Charles V. Johnson, 110 East 1st Ave., P.O. Box 42, Elk River, Idaho 83827.

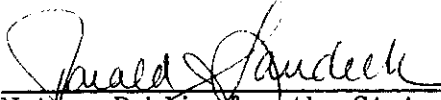
DATED this 23 day of OCT, 1985.


Charles V. Johnson

STATE OF IDAHO)
) ss.
County of Latah)

On this 23rd day of October, 1985, before me, the undersigned a Notary Public in and for said state, personally appeared CHARLES V. JOHNSON, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date last above.



Notary Public for the State of Idaho
Residing in Moscow.
My commission expires: 9/26/87