

S 8 1 37 PM '97

ARTICLES OF INCORPORATION
OF
N & J, INC.

ARTICLE FIRST
NAME OF CORPORATION

The name of the corporation is **N & J, INC.**

ARTICLE SECOND
REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 302 W. Idaho Street, Boise, Idaho 83702 and its initial registered agent at that address is Terry E. Coffin.

ARTICLE THIRD
INCORPORATOR

The name of the incorporator is Terry E. Coffin and the incorporator's address is 302 W. Idaho Street, Boise, Idaho 83702.

ARTICLE FOURTH
AUTHORIZED SHARES

The aggregate number of shares the corporation is authorized to issue shall be 10,000. All of the stock shall be common stock with no par value, of which 1,000 shares shall be voting common stock and 9,000 shares shall be non-voting common stock. Voting common stock and non-voting common stock shall be identical in all respects, except that the holders of non-voting common stock shall have no voting power for any purpose whatsoever and the holders of voting common stock shall, to the exclusion of the holders of the non-voting common stock, have full voting power for all purposes.

ARTICLE FIFTH
VOTING

(1) Except as provided in Sections (2) and ~~SECRETARIAL FTS~~ Article, each outstanding share of voting common stock is ~~1997-08-1997-09-00~~ entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares of voting common stock are ~~100.00 = 100.00~~ CORP entitled to vote.

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(2) This corporation is not entitled to vote treasury shares of voting common stock. The shares of voting common stock of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares of voting common stock held by it in a fiduciary capacity.

(4) Redeemable shares of voting common stock, if any, are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE SIXTH
NO CUMMULATIVE VOTING

Shareholders shall not be entitled to vote their shares cumulatively in the election of directors of the corporation.

ARTICLE SEVENTH
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as to all voting common stock and non-voting common stock. The holders of voting common stock shall have preemptive rights for the acquisition of additional voting common stock, but not for non-voting common stock. The holders of non-voting common stock shall have preemptive rights for the acquisition of additional non-voting common stock, but not for voting common stock.

ARTICLE EIGHTH
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the voting shares of common stock and the non-voting shares of common stock are together entitled to receive the net assets of the corporation.

ARTICLE NINTH
AMENDMENT OF BYLAWS

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders of voting common stock.

ARTICLE TENTH
NON-LIABILITY OF DIRECTORS

No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

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 this 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 this Article Tenth 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.

ARTICLE ELEVENTH
INDEMNIFICATION OF DIRECTORS

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

IN WITNESS WHEREOF, I have subscribed these Articles of Incorporation this 8th day of September, 1997.



Terry B. Coffin, Incorporator