

**CERTIFICATE OF INCORPORATION  
OF**

**CARMAN DEVELOPMENT CO.**

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.

July 24, 1987

Dated:



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra M. Anthony*

RECEIVED  
ARTICLES OF INCORPORATION SEC. OF STATE

OF

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CARMAN DEVELOPMENT CO.

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned citizens of the United States of America, being each of full age, have this day voluntarily associated ourselves together for the purpose of forming a business corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

ARTICLE I

The name of this Corporation shall be CARMAN DEVELOPMENT CO.

ARTICLE II

The purposes for which this Corporation is formed are as follows:

(a) To engage in any general sales, manufacturing, or service business, including, but not limited to the location, drilling, casing, completion and development of wells for water supply and other purposes; to acquire, own, operate, buy, sell, exchange, or lease buildings, land, yards, facilities, stores, machinery, equipment, materials, supplies, and products necessary, useful or desirable for the conduct of or in connection with such business.

(b) To acquire, own, buy, sell, exchange, mortgage, lease (including leases for exploration and production of

oil, gas and other minerals) or otherwise deal with real or personal property of any description wherever located.

(c) To lend money for any lawful purpose, with or without security, and to take, hold and realize upon any property or thing of value pledged or hypothecated to secure the payment thereof;

(d) To borrow money for the purposes of this Corporation or for any lawful purpose directly or indirectly related thereto, and to secure the payment thereof with any property of the Corporation or by any other means whatever;

(e) To purchase, lease, or otherwise acquire, in whole or in part, the business, good will, rights, franchises and property, or to assume, in whole or in part, the liabilities and obligations, of any person, firm, association or corporation, engaged in or authorized to be engaged in any business authorized to be conducted by this Corporation, or owning property desirable for its operations, and to pay for the same in cash, in the stock or bonds of this Corporation, or otherwise, and to exercise all the powers necessary or incidental to the acquisition of, merger with, or operation of such business.

(f) To enter into any contract, cooperative agreement, pension plan or profit sharing plan with its officers or employees that the Corporation may deem advantageous or expedient;

(g) To exercise generally all of the powers lawfully exercised by business corporations, within the State of Idaho and elsewhere, whether or not related to the specific powers enumerated above, which specific powers shall not be regarded as limiting or restricting in any way the generality of this paragraph.

#### ARTICLE III

This Corporation shall have perpetual duration.

#### ARTICLE IV

The location and post office address of the registered office and principal place of business of this Corporation shall be St. Maries, Idaho, and the registered agent shall be Richard J. Carman/ whose address is P. O. Box 430, St. Maries, Idaho 83861; and the Corporation may have such other offices and places of business within or outside the State of Idaho as the directors shall, from time to time, determine.

#### ARTICLE V

The authorized capital of this Corporation shall be One Million Dollars (\$1,000,000.00), divided into One Hundred Thousand (100,000) shares of common stock of a single class, with a par value of Ten Dollars (\$10.00) per share.

#### ARTICLE VI

The stockholders of the Corporation may provide by agreement, or by resolution duly adopted by the affirmative

vote of the holders of not less than two-thirds of the stock outstanding, that sale or transfer of any of the Corporation's stock shall be subject to certain restrictions, or limitations, not prohibited by law; provided, however, that no such restriction or limitation shall be binding upon or enforceable against stockholders not having actual notice thereof unless such restriction or limitation shall be fully set forth or incorporated by reference in the certificate evidencing such stockholder's shares.

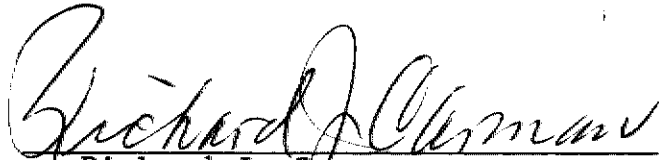
#### ARTICLE VII

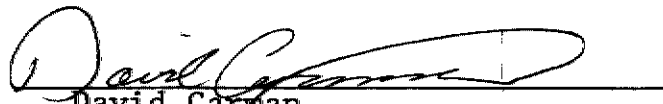
The name and post office address of each of the incorporators and members of the initial Board of Directors of this Corporation and the number of shares of its common stock subscribed by each are as follows:

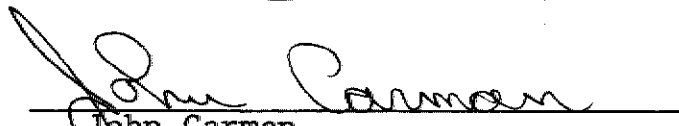
Richard J. Carman	P. O. Box 430 St. Maries, Idaho 83861	80 shares
David Carman	1415 Penn Street Coeur d'Alene, Idaho 83814	5 shares
John Carman	Route 1, Box 1287 Prosser, WA 99350	5 shares
Betty J. Carman	P. O. Box 430 St. Maries, Idaho 83861	5 shares
Gary L. Carman	E. 10922 17th Street Spokane, WA 99206	5 shares

The Board of Directors shall consist of five (5) persons, or such greater number as the Corporation's By-Laws or any amendment thereof shall provide, which persons need not be stockholders of the Corporation.


IN WITNESS WHEREOF, we have executed these Articles  
of Incorporation in triplicate this 21<sup>st</sup> day of July,  
1987.

  
Richard J. Carman

  
David Carman

  
John Carman

  
Betty J. Carman

  
Gary L. Carman

STATE OF IDAHO            )  
                              :    ss  
County of Benewah        )

I, Linda J. Bailey, a Notary Public, do  
hereby certify that on this 21<sup>st</sup> day of July, 1987, personally  
appeared before me, RICHARD J. CARMAN, DAVID CARMAN, JOHN  
CARMAN, BETTY J. CARMAN and GARY L. CARMAN, who, being by me  
first duly sworn, declared that they are the incorporators  
of CARMAN DEVELOPMENT CO., that they signed the foregoing  
document as incorporators of the corporation, and that the  
statements therein contained are true.

SEAL

Linda J. Bailey  
Notary Public in and for Idaho  
Res. & P.O. Addr: St. Maries  
Commission expires: Life