

**CERTIFICATE OF INCORPORATION
OF**

ELK CREEK CORPORATION

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: January 29, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sue M. Hawkes*

ARTICLES OF INCORPORATION

of

JAN 29 4 28 PM '88

SECRETARY OF STATE

ELK CREEK CORPORATION

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 Elk Creek Corporation.

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: 737 North 7th Street, Boise, Idaho 83702. The name and address of the registered agent is: Edward J. Leslie, 737 North 7th Street, Boise, Idaho 83702.

ARTICLE V

The amount of the capital stock of the corporation shall be 10,000 shares and each share shall have no par value. Said stock shall be and is non-assessable.

ARTICLE VI

The name and post office address of the original incorporators is:

Edward J. Leslie
737 North 7th Street
Boise, ID 83702

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.

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 a 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 29th day of January, 1988.


Edward J. Leslie


STATE OF IDAHO)
) ss.
County of Ada)

EDWARD J. LESLIE, being first duly sworn, upon oath,
deposes and says:

That he is the incorporator named in the above-entitled
Articles of Incorporation; that he has read the foregoing Articles
of Incorporation and knows the contents thereof and that the same
are true as he verily believes.


Edward J. Leslie

SUBSCRIBED AND SWORN To before me this 29th day of
January, 1988.


Notary Public for Idaho
Residing at Caldwell, Idaho

(SEAL)