



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NORTHWEST BUSINESS AND CONSULTING, INC.

was filed in the office of the Secretary of State on *September 6th*, 19 *78*
and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for *perpetual existence* from the date hereof, with its registered office in this State located at *Moscow, Idaho* in the county of *Latah*

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this *6th*
day of *September*, A.D., 19*78*

Pete T. Cenarrusa

Secretary of State

Corporation Clerk

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

of

NORTHWEST BUSINESS & CONSULTING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of eighteen (18) or more, and citizens of the United States of America, come for the purpose of forming a corporation under the general business corporation laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in triplicate to the Secretary of State of the State of Idaho, the following Articles of Incorporation, and do state as follows:

I.

That the name of this corporation shall be NORTHWEST BUSINESS AND CONSULTING, INC.

II.

The address of the initial registered office of the Corporation shall be as follows: Rural Route 3, P. O. Box 8032, Paradise Ridge Road, Moscow, Idaho 83843. The name of the initial registered agent of the Corporation at said address is LARRY A. GRUPP.

III.

That in furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, this Corporation shall have the following objects, purposes and powers:

1. To promote, stimulate, develop, and advance the business prosperity and economic welfare of NORTHWEST BUSINESS AND CONSULTING, INC.
2. To encourage and assist through consulting, management, real estate development, loans, investments, statistical analysis or other business transactions in the development and financial prosperity of such business and individuals which may from time to time find it profitable to associate with NORTHWEST BUSINESS AND CONSULTING, INC.

3. To stimulate and assist in the expansion of all kinds of business activity which will tend to promote the business development and maintain the economic stability of this state and the region, provide maximum opportunities for employment, encourage thrift, and improve the standard of living of the citizens of our country.

4. Similarly, to cooperate and act in conjunction with other organizations, public or private, in the promotion and advancement of industrial, commercial, agricultural and recreational developments.

5. To obtain financing, and develop and market properties so as to promote industrial and business development.

6. To acquire, hold, own, use, lease, let, mortgage, hypothecate, pledge, sell or otherwise dispose of real or personal property that may be reasonably necessary for the purpose of carrying into effect any one or more of the objects of this Corporation.

7. To make and enter into all necessary contracts and agreements, to borrow money, to lend money, to evidence the indebtedness of the Corporation, by notes, bonds, deeds of trust and other instruments and to do all acts, and to make, execute and deliver all necessary instruments for the carrying out of the purposes of this Corporation; to acquire and own the stock, bonds and securities of other corporations and while owning the same to exercise all the privileges of ownership consistent with the corporate character of this Corporation.

8. To act either as, or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others; to do any and all things convenient and incidental to the purposes herein expressed, and generally to have and exercise all powers as are by law conferred on corporations of like character, without in any particular way limiting any of the powers or purposes of the Corporation, and in connection with its objects to do any and all things and to exercise any and all powers not prohibited by law.

9. To purchase, subscribe for or otherwise acquire and to own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real or personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness or corporations, association or associations, domestic or foreign, and to pay

therefor in full, or in part, in cash or by exchange therefor of stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while owning or holding any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property and to exercise in respect thereof all of the rights, powers and privileges of ownership, including all voting powers of any stock so owned.

IV.

The period of existence of this corporation shall be perpetual.

V.

The private property of the shareholders shall not be subject to the payment of the corporate debts, liabilities or obligations to any extent whatsoever.

VI.

The names and addresses of the incorporators of the Corporation are:

Larry A. Grupp
Box 8032
Moscow, Idaho 83843

Carol A. Grupp
Box 8032
Moscow, Idaho 83843

Alfred F. Grupp
7270 Jordan St. SE
Salem, Oregon

VII.

One Hundred (100) shares, par One Dollar (\$1.00), shall be issued upon registration of this corporation.

VIII.

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares. Such shares are to consist of one (1) class only and shall have a par value of One Dollar (\$1.00) for each share. The aggregate par value shall be Ten Thousand Dollars (\$10,000.00).

IX.

The directors of this Corporation are: Larry A. Grupp, Carol A. Grupp, and Alfred F. Grupp.

X.

The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code

of By-Laws or to adopt a new Code of By-Laws, shall be reserved to the Directors.

XI.

By-Laws shall be adopted and amended upon a majority vote of the Board of Directors.

XII.

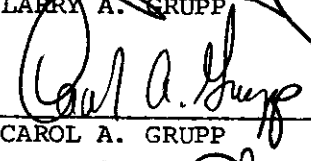
1. The number of Directors constituting the initial Board of Directors of the Corporation is three (3).

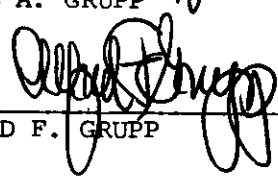
2. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Larry A. Grupp	Box 8032, Moscow, Idaho 83843
Carol A. Grupp	Box 8032, Moscow, Idaho 83843
Alfred F. Grupp	7270 Jordan Street SE, Salem, Oregon

IN WITNESS WHEREOF, the incorporators have hereunto set our hands
this 28 day of August, 1978.


LARRY A. GRUPP



CAROL A. GRUPP


ALFRED F. GRUPP

STATE OF IDAHO)
) ss.
County of Latah)

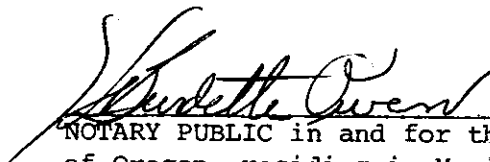
On this 28 day of August, 1978, before me, the undersigned,
a Notary Public in and for said state, personally appeared, LARRY A. GRUPP and
CAROL A. GRUPP, parties to the foregoing certificate of
incorporation, known to me personally to be such, and I have first made known

to them, and each of them, the contents of said certificate, and they did each severally acknowledged that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were freely set forth.


Gerald R Reynolds
NOTARY PUBLIC in and for the State
of Idaho, residing in Latah County

STATE OF OREGON)
) ss.
County of Marion)

On this 22nd day of August, 1978, before me, the undersigned, a Notary Public in and for said state, personally appeared ALFRED F. GRUPP, party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him, the contents of said certificate, and he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and he deposes that the facts therein stated were freely set forth.


NOTARY PUBLIC in and for the State
of Oregon, residing in Marion County
My Commission Expires Jan. 23, 1980