



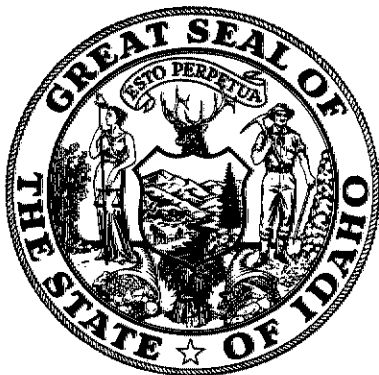
CERTIFICATE OF INCORPORATION
OF

CASOTA MARINE 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 12, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Emilio M. Zabala

OCT 12 3 47 AM '89
SECRETARY OF STATE

ARTICLES OF INCORPORATION
of
CASOTA MARINE INDUSTRIES, INC.

JEFFREY L. SUPINGER, being over the age of eighteen (18) years, for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act adopts these Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:
CASOTA MARINE INDUSTRIES, INC.

ARTICLE II

Duration

The duration of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purposes for which this corporation is organized and its powers are:

To carry on any lawful business for which corporations may be incorporated under the laws of the State of Idaho pursuant to which this Corporation is formed, and which this Corporation may deem proper or convenient, or which may be calculated to promote, directly or indirectly, the interests of this Corporation or to enhance the value of its property or business, even though such business may not be included in the purposes and powers expressed; and to exercise all of the powers conferred by the laws of the State of Idaho pursuant to which this Corporation is formed, as such laws are now in effect or at any time in the future may be amended.

ARTICLE IV

Authorized Shares

The total number of shares of stock which the Corporation shall have the authority to issue is FIFTY THOUSAND (50,000), of which Forty Thousand (40,000) shares shall be Common Stock having a par value of \$1.00 per share and Ten Thousand (10,000) shares shall be Preferred Stock having a par value of \$1.00 per share. The preferences of each share of Preferred Stock with respect to dividend payments or distributions upon the voluntary or involuntary liquidation, dissolution or winding up of this corporation (hereinafter referred to as "liquidation"), as the case may be, will be in every respect senior to the Common Stock of this corporation with respect to dividend payments and distributions upon liquidation of this corporation. The Board of Directors is hereby authorized, subject to the limitations prescribed by law and the provisions hereof, at its option, from time to time, to divide all or any part of the Preferred Stock into series thereof, to establish from time to time the number of shares to be included in any such series, and to fix the designation, powers, preferences and rights of the shares of each such series and qualifications, limitations or restrictions thereof, and to determine variations, if any, between any series so established as to all matters, including, but not limited to, the determination of the following:

(a) the number of shares constituting each such series and the distinctive designation of such series;

(b) the rate of dividend, if any, and whether dividends shall be cumulative or noncumulative;

(c) the voting power of holders of such series, if any, and the Board of Directors may, without limitation, determine the vote or fraction of vote to which such holder may be entitled, the events upon the occurrence of which such holder may be entitled to vote, and the Board of Directors may determine to restrict or eliminate entirely the right of such holders to vote, except on such matters as may be required by law;

(d) whether or not such series shall be redeemable and, if so, the terms and conditions upon which shares of such series shall be redeemable, including the date or dates after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(e) the extent, if any, to which such series shall have the benefit of any sinking fund provisions for redemption or purchase of shares;

(f) the rights, if any, of such series in the event of dissolution of the Corporation or upon any distribution of the assets of the Corporation, including with respect to voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series;

(g) whether or not the shares of such series shall be convertible and, if so, the terms and conditions on which such series shall be so convertible; and

(h) such other powers, designations, preferences and relative participating, optional or other special rights and such qualifications, limitations or restrictions thereon to the extent permitted by law.

ARTICLE V

No Preemptive Rights

The owners of shares of Common or Preferred Stock of this Corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE VI

Noncumulative Voting

Each shareholder entitled to vote at any election of directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are

directors to be elected and for whose election he has a right to vote, but no shareholder shall be entitled to cumulate his votes at any election of directors.

ARTICLE VII

Bylaws

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend or repeal the bylaws or adopt new bylaws.

ARTICLE VIII

Amendment of Articles

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this Corporation are granted subject to this reservation.

ARTICLE IX

Transactions with Interested Parties

This Corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and shareholders and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be voided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation (but not in the case of shareholders who are not

directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the Corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

ARTICLE X

Director Liability

No director of this Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, this provision shall not eliminate the liability of a director for any breach of the director's duty of loyalty to the Corporation or its stockholders, nor for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, nor for liability under Section 20-1-48 of the Idaho Code.

ARTICLE XI

Indemnification

To the fullest extent now or hereafter provided by applicable law, any person may, and directors and officers shall, be indemnified or reimbursed by the corporation for reasonable expenses (including attorneys' fees) actually incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which he shall be made a party or threatened to be made a party by reason of his being or having been a director, officer, employee or agent of the corporation or of any firm, corporation, employee benefit plan or other organization which he served in any such capacity at the request of the corporation. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law. Those persons indemnified hereunder shall be deemed to include

the heirs, legal representatives, executors and administrators of such persons. The corporation may, upon the affirmative vote of a majority of its board of directors, purchase insurance for the purpose of indemnifying its directors, officers, other employees and agents. Such insurance may, but need not, be for the benefit of all directors, officers, employees or agents.

ARTICLE XII

Registered Office and Registered Agent

The registered office of the Corporation shall be at 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The registered agent of the Corporation shall be Edward J. Anson, whose business address is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814.

ARTICLE XIII

Directors

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the initial board of directors shall number one (1), who shall serve until the first meeting of shareholders and until his successor is elected and qualified. The name and post office address of the initial director is:

<u>Name</u>	<u>Address</u>
Leo H. Schons	816 Sherman Avenue Coeur d'Alene, Idaho 83814

ARTICLE XIV

Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jeffrey L. Supinger	1100 Old National Building West 428 Riverside Avenue Spokane, Washington 99201.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation in duplicate this 11th day of October, 1989.



JEFFREY L. SUPINGER, Incorporator

JLS8