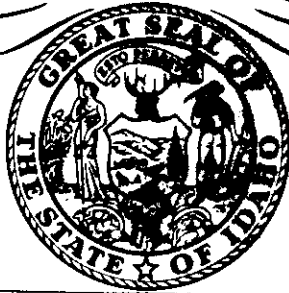


State of Idaho



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

OURAY CORPORATION

was filed in the office of the Secretary of State on the 12th day of August A.D., One Thousand Nine Hundred seventy-four and will be duly recorded on film No. microfilm of Record of Domestic Corporations, of the State of Idaho, 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 Middleton, Idaho in the County of Canyon

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 12th day of August, A.D., 1974.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF

OURAY CORPORATION

Know all men by these presents, that we, the undersigned all of whom are citizens of the United States of America, and of legal age, have today voluntarily associated ourselves together for the purpose of forming a Corporation under the laws of the State of Idaho, and hereby certify:

ARTICLE I

The name of the Corporation shall be,

OURAY CORPORATION

ARTICLE II

The principal office or place of business of the corporation is to be located three and one-half miles north and one mile west of the City of Middleton, Idaho at the residence of Ernest F. Jones. The mailing address shall be box 405, Middleton, Idaho. However the Corporation may maintain an office in such locations within and without the State of Idaho as the board of directors may from time to time determine.

ARTICLE III

The purposes and nature of the business or objects or purposes proposed to be transacted, promoted or carried on by the corporation are: To engage in a general investment business and
(a) to engage in a general construction business and to directly or indirectly, or through ownership of stock in any corporation, to purchase, lease, exchange or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, rebuild, enlarge, operate

and control all kinds of buildings and structures on any lands owned, held or leased by the corporation, or upon any other lands, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any such real estate and property and any interest therein.

(b) To buy, acquire, own, sell, dispose of and deal in real estate, livestock, corporate stock, bonds, securities and real and personal property of every type or description on its own account and for commission.

(c) To purchase, acquire, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation; and to receive, collect and dispose of dividends, interests or other income on any such securities held by it; and to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment broker, agent or principal.

(d) To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies syndicates or partnerships of all kinds, and to finance and refinance the same.

(e) To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaires, contractors, brokers, and commission merchants and including the right to engage in the sale of insurance of all kinds and in the sale of securities of every description; and any other incidental business which may

seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(f) To acquire and hold all or any part of the capital stock, assets or good will of any business, or any person, firm, association or corporation engaged in any business, and to hold, utilize and in any manner dispose of the whole or any part of the stock, assets, good will and rights so acquired and to conduct in any lawful manner in whole or in part any business so acquired, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation engaged in the business so acquired.

(g) To acquire, own, or operate any type of mercantile business, and to buy, sell, barter, exchange and generally deal in all types of goods, wares and merchandise and every type of article of trade, barter or exchange.

(h) To acquire mines and mining rights and other property to own, work, and lease gold or other mineral lands, to treat, transport and dispose of the ores and other products obtained therefrom or thereunder, to construct and operate such works as shall be necessary, and generally to do and perform all or any of the matters aforesaid, and all other acts and things which in the judgement of this company may be requisite for its purposes or incidental thereto.

(i) To purchase, acquire, own, sell, market (either as principal or agent) deal in or dispose of crops, farm produce, dairy products, poultry products, fruit, vegetables and meats of every type and description; and to purchase, acquire, own, operate and conduct plants and establishments for the processing and marketing of farm produce or foods of every type or description.

(j) To own, lease or operate farms and farming property and conduct farming operations upon any real property owned or leased; and to own, lease or operate timber lands and conduct timber removal or logging operations thereon; and to operate sawmills, planing mills or wood working or merchandising operations; and generally to purchase, acquire, own, hold, lease (either as lessor or as lessee), sell, exchange, subdivide, mortgage and generally operate any real or personal property of any and every kind and description, within or without the State of Idaho.

(k) To develop and turn to account any land acquired by or in which this corporation is interested; and in particular to lay out and prepare said land for building purposes, construction, altering, repairing, decorating, maintaining, furnishing and improving buildings; and in planting, paving, draining or leasing buildings or entering into building agreements or arrangements with builders, tenants and others; and to equip, improve and generally operate any and all personal property owned by this corporation.

(l) To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that the shares of its own stock owned by it shall not be voted upon directly or indirectly.

(m) To enter into, make, perform and carry out Contracts of every sort and kind which may be necessary or desirable for the furtherance of the business of this corporation, with any persons, firms, corporations, association, any state, territory or municipality of the United States or any foreign

country, government or body politic.

(n) To adopt, apply for and register, purchase, lease or otherwise acquire and to use, maintain and protect and to sell, assign, or grant licenses or other rights in respect of any trade marks, trade names, patents, patent rights, copyrights inventions, formulas, processes and rights analogous thereto.

(o) To borrow money for any purpose of this corporation without limit as to amount, and to issue bonds, debentures, notes or other evidences of indebtedness, secured or unsecured, of this corporation for the moneys so borrowed, or in payment for property acquired, or for any other objects or purposes of this corporation, or in connection with its business; to secure payments of such debentures, notes or other obligations by Mortgages or Deeds of Trust or pledges or other liens upon any or all of the property of this corporation wheresoever situated.

(p) To carry out all or any part of the foregoing objects, or purposes as principal or agent, or otherwise, either alone or in conjunction with or as co-partner or joint venturer with any person, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes to do such acts and such things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the objects or purposes of this corporation, or the statutes of the State of Idaho.

(q) To conduct its business in all or any of its branches in the State of Idaho and in any and all other states, territories, possessions, colonies and dependencies of the United States of America and in the District of Columbia, and in any or all foreign countries, and to have one or more offices within or outside the State of Idaho.

(r) The objects as specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles. The objects, purposes and powers specified in each of the clauses or paragraphs in these articles shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrain in any manner the general powers now or hereafter conferred on this corporation by the statutes of the State of Idaho.

ARTICLE IV

Section 1: General - This Corporation is authorized to issue two classes of shares of its capital stock to be designated as "Class A Capital Stock" and "Class B Capital Stock". The total number of shares of capital stock authorized to be issued by this corporation is 2,500; of which 100 shares will be Class A Capital Stock; and of which 2,400 shares will be Class B Capital Stock.

Section 2: Par Value - The par value of each share of Class A Capital Stock shall be \$10.00. The Par Value of each share of Class B Capital Stock shall be \$10.00.

Section 3: Voting - The voting power of shares of capital stock of this corporation shall be vested solely and exclusively in the owners of record of Class A Capital Stock; and

the owners or holders of Class B Capital Stock shall have no voting power whatsoever. Each owner of record of Class A Capital Stock shall be entitled to one vote for each share of such Class A Capital Stock so owned.

Section 4: Dividends - Owners of record of both Class A Capital Stock and Class B Capital Stock shall be entitled to receive dividends in such amount and payable as determined and ordered paid by the Board of Directors of this Corporation. The Class B Capital Stock shall have no preference over Class A Capital Stock (excepting in the event of liquidation and dissolution of this Corporation as provided in Section 7 of this Article) in the amount, time and manner of payment of dividends; and Class A Capital Stock shall have no priority or preference over Class B Capital stock in the amount, time and manner of payment of dividends.

Section 5: Redemption - Neither the Class A Capital Stock nor the Class B Capital Stock shall be subject to call or redemption prior to final liquidation, dissolution or winding up the affairs of this corporation.

Section 6: Limitations on Transfer - No owner of Class A Capital Stock shall sell, transfer, or hypothecate, voluntarily or involuntarily, any part of that Class A Capital Stock without first offering to this corporation and to the other shareholders the privilege and right to purchase said stock, or loan money upon the security thereof upon the same terms and conditions as could be obtained by such shareholder from another bona fide purchaser or lender. A shareholder desiring to so sell, transfer or hypothecate any of the shares of Class A Capital Stock issued by this corporation shall first give written notice of that intention to the secretary of this corporation, stating in such notice the number of shares which he desires to sell, transfer or hypothecate, the proposed sale price thereof, or the amount proposed to be borrowed upon the security thereof, the rate of interest, maturity, and the name of the proposed purchaser or the name of the proposed lender. Thereafter, this corporation shall have the privilege, at any time within a period of 180 days from the date of delivery of such notice, within which to purchase said stock, or to lend to the shareholder the amount of money proposed to be borrowed upon the security of said stock. If, within said period of time, the corporation declines to purchase said stock, or loan money to the shareholder upon the security of said stock, then the other holders of Class A Capital Stock, issued by this corporation, or any of them, shall have the privilege to purchase said stock or loan money upon the security thereof upon the same terms and conditions as aforementioned which were available to the corporation. In the event the corporation so declines to purchase said stock, or lend upon the security thereof, within said 180 day period, the secretary of this corporation shall give written notice to all holders of issued Class A Capital Stock of this corporation, containing verbatim the notice as given to this corporation by the shareholder of his proposal to sell, transfer or hypothecate any of the said Class A Capital Stock, and thereafter, the other owners of Class A Capital Stock, or any of them, shall have a period of 180 days within which to elect to purchase those shares of stock or lend money to the shareholder upon the security thereof, upon the terms and conditions as set out in said notice. If the corporation elects to purchase said shares of Class A Capital Stock or to loan money to the shareholder upon the security thereof as the case may be, or in the event of the declination by the corporation to do so, and the election by the remaining shareholders, or any of them, to purchase said stock or loan money on the security thereof, notice in writing of that election shall be given the shareholder desiring to sell or borrow money within the respective periods above provided. Thereupon,

the purchase or loan shall be consummated in accordance with those terms and conditions. Should neither this corporation nor any owner of Class A Capital Stock elect to purchase said shares of Class A Capital Stock, nor lend money to the shareholder upon the security thereof, within the periods of time above provided then and in that event, the shareholder shall have the privilege to sell, transfer or hypothecate that number of shares of said Class A Capital Stock to the purchaser or lender as set out in his original notice, at the sale price or as security for the amount of money proposed to be borrowed and upon the terms as set out in the original notice.

The foregoing restrictions upon the right of shareholders to sell, transfer or hypothecate any of their shares of Class A Capital Stock, issued by this corporation, shall likewise extend to and constitute a restriction upon the involuntary transfer or transfer by operation of law of any of the shares of Class A Capital Stock, issued by this corporation, by testamentary disposition or inheritance (unless the legatees or heirs, as the case may be, are the owners of Class A Capital Stock of this corporation or are issue of the body of the decedent-owner of said stock), or to any trustee in bankruptcy, or to any assignee for the benefit of creditors, or to any trustee or representative in insolvency or other proceedings, or to any purchaser upon levy of execution or other proceeding which may voluntarily or involuntarily be brought by or against any holder of issued Class A Capital Stock of this corporation. Before any such heir or legatee (unless already an owner of Class A Capital Stock; of this corporation or issue of the body of the decedent-owner of said stock), trustee, assignee, or purchaser may become owner of Class A Capital Stock of this corporation or vote any such Class A Capital Stock or become entitled to receive thereon, notice of the claim of ownership shall be given to the secretary of this corporation, accompanied by an offer to sell said Class A Capital Stock to this corporation or to other owners of the issued Class A Capital Stock of this corporation, at a sale price equivalent to the book value of said Class A Capital Stock, as shown and disclosed on the books and records of this corporation as of the date of first claim of ownership; and this corporation or owners of Class A Capital Stock shall have an opportunity, for the respective periods herein provided to purchase said stock. Following receipt of such notice, this corporation shall have a period of 180 days within which to elect to purchase those shares of stock, a notice similar to that contemplated in the preceding paragraph shall be given by the secretary of this corporation to all other existing owners of Class A Capital Stock, which owners, or any of them, shall have a further period of 180 days within which to elect to purchase those shares of Class A Capital Stock at the said purchase price available to this corporation. Should this corporation or, in the event of its declination, any of the other existing owners of Class A Capital Stock elect to purchase those shares of stock, notice of that election shall be given to that person holding that stock, and upon payment of the purchase price, those shares of Class A Capital Stock shall be transferred and conveyed to this corporation, if the purchaser, or if not the purchaser, to the other existing shareholder or shareholders electing to purchase that Class A Capital Stock. Should neither this corporation nor any existing owners of that Class of stock elect to purchase said Class A Capital Stock within

the respective periods above provided, then and in that event the person claiming ownership of said Class A Capital Stock shall thenceforth be deemed and treated as the owner thereof for all purposes and shall have and assert all rights and privileges incident to complete ownership thereof.

The provisions of this Section may be waived only by written consent executed by all of the remaining owners of Class A Capital Stock of this corporation, and by all of the members of the Board of Directors of this corporation.

Section 7: Liquidation - In the event of final liquidation, dissolution or winding up of the affairs of this corporation, whether voluntary or involuntary, the property and assets of this corporation shall be applied and paid in the following order of priority:

(a) The payment of all indebtedness of this corporation.

(b) Thereafter, the balance remaining shall be applied pro rata on a per share basis in payment to the owners of record of Class B Capital Stock of the par value of their shares and in addition thereto an amount equivalent to thirty cents (.30) per share for each year that the stock is issued and outstanding after September 1, 1974, to and including the last day of February next preceding the effective date of such final liquidation, dissolution or winding up of the affairs of this corporation, less the total of all dividends (under the provisions of Section 4 of this Article) theretofore paid upon such shares, providing however that, should the amount of said dividends exceed the aggregate of thirty cents (.30) per share per year, that excess shall not be applied in reduction of the par value of those shares in arriving at the amount to be paid to those shareholders.

(c) Thereafter, the balance remaining shall be applied pro rata on a per share basis in payment to the owners of record of Class A Capital Stock of the par value of their shares.

(d) Thereafter, any balance which may remain shall be paid pro rata on a per share basis to the owners of record of both Class A Capital Stock and Class B Capital Stock.

ARTICLE V

The business of the corporation shall be managed by a board of directors of not less than three members. The qualifications, the term of office, manner of electing directors the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-Laws. The names and post office addresses of the directors until the first annual meeting of the Class A Capital Stock shareholders of record are as follows:

NAME	RESIDENCE	# OF SHARES	AMOUNT
Ernest F. Jones	Middleton, Idaho	2	\$20.00
Mona C. Johnson	Middleton, Idaho	2	\$20.00
Gerald L. Johnson	Middleton, Idaho	1	\$10.00

ARTICLE VI

The Capital Stock of this Corporation shall be non-assessable; and the private property of the shareholders, and each of them shall not be subject to assessment or be liable for the debts, obligations or liabilities of this corporation.

ARTICLE VII

The names and post office addresses of each of the incorporators and the number of shares subscribed by each are as follows:

NAME	ADDRESS	CLASS	SHARES
Ernest F. Jones	Box 405, Middleton, Id.	A	2
Mona C. Johnson	Box 385 Middleton, Id.	A	2
Gerald L. Johnson	Box 385 Middleton, Id.	A	1

ARTICLE VIII

The period for the duration of the existence of this Corporation is perpetual.


ARTICLE IX

A member of the board of directors of this corporation shall not be required to be a holder of any of the shares of the Capital Stock of this Corporation.

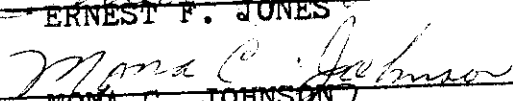
ARTICLE X

These articles may be amended at a meeting of the owners of record of issued Class A Capital Stock of this corporation duly called, upon notice of the specific purpose, by vote of the owners of record of that Class A Capital Stock; affirmative vote of the majority of the owners of record of the issued Class A Capital stock is required for adoption of any change.

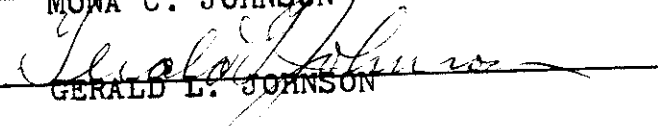
IN WITNESS HEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 12th day of August 1974.



ERNEST F. JONES



MONA C. JOHNSON



GERALD L. JOHNSON

STATE OF IDAHO

COUNTY OF CANYON

On this ~~xx~~ 12th day of August, 1974, personally appeared before me a Notary Public in and for Canyon County, Idaho, Ernest F. Jones Known to me to be the person described in and who executed the foregoing instrument who acknowledges to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and Seal, the day and year in this certificate first above written

SEAL

Brooks G. Test
Notary Public

My Commission expires August 1, 1976

STATE OF IDAHO

COUNTY OF Canyon

On this 12th day of August, 1974, personally appeared before me a Notary Public in and for Canyon County, Idaho Mora C. Johnson known to me to be the person described in and who executed the foregoing instrument who acknowledges to me that she executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and Seal, the day and year in this certificate first above written.

SEAL

Brooks G. Test
Notary Public

My Commission Expires August 1, 1976

STATE OF IDAHO

COUNTY OF Canyon

On this 12th day of August, 1974, personally appeared before me a Notary Public in and for Canyon County Idaho Gerald L. Johnson Known to me to be the person described in and who executed the foregoing instrument who acknowledges to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Witness my hand and seal, the day and year in this certificate first above written.

SEAL

Brooks G. Test
Notary Public

My Commission Expires August 1, 1976