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**Department of State**

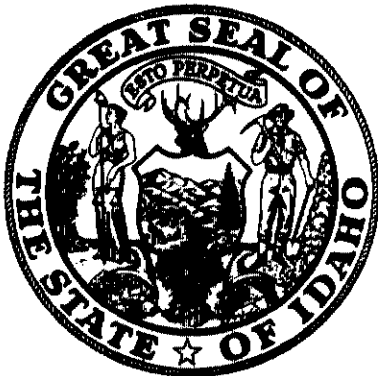
**CERTIFICATE OF INCORPORATION  
OF**

BJ AND W 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 1, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

BJ AND W INC.

I, the undersigned person of the age of eighteen years or more, as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE 1. NAME

The name of this corporation shall be BJ AND W INC.

ARTICLE 2. DURATION

The period of its duration is perpetual.

ARTICLE 3. PURPOSES

This corporation is organized for the following purposes:

(a) To transact any or all lawful business for which corporations may be incorporated under this Act.

(b) To engage in all such activities as are incidental or conductive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article 3 shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE 4. SHARES

This corporation shall have authority to issue 300 shares of common stock, and each share shall have a no par value.

## ARTICLE 5. CONTRACTS IN WHICH DIRECTORS HAVE INTEREST

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

## ARTICLE 6. DIRECTORS

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of three directors, and the names and addresses of the persons who shall serve as director until the first annual meeting of shareholders and until their successor or successors are elected and qualify is:

Logan H. Jorgens, 12516 East 12th, Spokane, WA 99216  
Juanita C. Jorgens, 12516 East 12th, Spokane, WA 99216  
E.M. Bates, 20311 North Hazard Road, Spokane, WA 99208

## ARTICLE 7. BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the bylaws for this corporation, subject to the power of the shareholders to amend or repeal such bylaws.

## ARTICLE 8. REGISTERED OFFICE, AGENT

The address of the initial registered office of this corporation is 8991 North Mt. Carroll, Dalton Gardens, Coeur d'Alene, ID 83814 and the name of its initial registered agent is Betty Bailey.

## ARTICLE 9. PREEMPTIVE RIGHTS

Preemptive rights shall not exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

## ARTICLE 10. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 11. AMENDMENTS OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon, any of the provisions contained in these Articles of Incorporation, and the rights of the shareholders of this corporation are granted subject to this reservation.

ARTICLE 12. INCORPORATOR

The name and address of the incorporator is Juanita C. Jorgens, 12516 East 12th, Spokane, WA 99216.

DATED: September 27, 1990.

  
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JUANITA C. JORGENS