

State of Idaho

Department of State

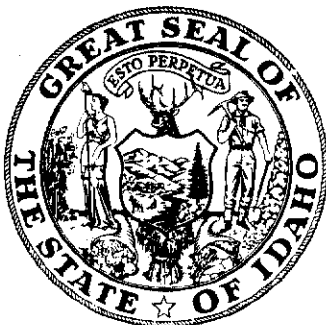
CERTIFICATE OF INCORPORATION OF

AUGUST THIESSEN INVESTMENTS, INC.
File number C 117477

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: December 19, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hadley*

Dec 19 9 53 AM '96

**ARTICLES OF INCORPORATION
OF
AUGUST THIESSEN INVESTMENTS, INC.**

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS: That Robert P. Brown, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be "August Thiessen Investments, Inc.", and its existence shall be perpetual.

ARTICLE II.

The purposes for which the corporation is formed are as follows:

(a) To engage in and transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

(b) In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire, by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this corporation; provided, that the money or property of the corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, any shares of its own stock which it may hold.

2. To acquire, by purchase or otherwise, and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the

IDAHO SECRETARY OF STATE

DATE 12/19/1996 0900 48321

25335 CUST# 20457

CORP

1@ 100.00= 100.00

bonds, debentures, notes and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any governmental, municipal or public authority, domestic or foreign.

5. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

6. To do any and all the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under the Idaho Business Corporation Act or any amendment thereto, or substitute therefor, may not at any time lawfully carry on or do.

ARTICLE III.

The address of the initial registered office of the corporation is 321 13th Street, Lewiston, ID 83501 and the name of the initial registered agent at such address is Robert P. Brown.

ARTICLE IV.

The aggregate number of shares this corporation shall have the authority to issue shall be:

(a) Five Thousand (5,000) shares of non-assessable voting common stock having a par value of One Dollar (\$1) per share; and

(b) Twenty Thousand (20,000) shares of non-assessable non-voting common stock having a par value of One Dollar (\$1) per share.

Each share of voting common stock and each share of non-voting common stock shall be identical in interest. Neither voting nor non-voting shares shall have any preferential or superior rights; provided, however, that a voting share shall entitle the holder thereof to vote in accordance with the provisions of the Idaho Code. The voting and non-voting shares shall constitute one class of shares as defined in §§ 1361(b)(1)(D) and 2701(a)(2)(B) of the Internal Revenue Code. Notwithstanding the above, each holder of non-voting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to articles of incorporation if the amendment would have any of the effects or cause any of the changes described by Idaho Code § 30-1-60 or otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

ARTICLE V.

1. The number of directors of the corporation shall be fixed as provided by the Bylaws, and may be changed from time to time by amending the Bylaws, as therein provided.

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the board of directors is expressly authorized to make, alter and

repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.

3. The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise, with its directors, officers and stockholders, 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 stockholder may be necessary to obligate the corporation upon such contract or transaction and no such contract or other business transaction shall be avoided and no such director, officer or stockholder 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 the profits or benefits 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 stockholders 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 the 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, association, firm or entity.

4. The number of directors constituting the first board of directors is three (3) and 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 qualified are:

Name	Address
Betty Thiessen Meloy	20501 Road Five SW Quincy, WA 98848
N. Douglas Meloy	20501 Road Five SW Quincy, WA 98848
Michelle Dee Meloy Noordam	426 Taylor, No. 2 Moscow, ID 83843

ARTICLE VI.

The owners of shares of voting and non-voting common stock of the 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 dividend or otherwise.

ARTICLE VII.

There shall be no cumulative voting of shares.

ARTICLE VIII.

The name and address of the incorporator is:

Robert P. Brown
Clements, Brown & McNichols, P.A.
Attorneys at Law
Post Office Box 1510
321 13th Street
Lewiston, ID 83501

Robert P. Brown
ROBERT P. BROWN

Jean B. Marten
Notary Public in and for the State of Idaho
Residing at Juliaetta
My Commission Expires: 9/6/2000