

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GARFIELD BAY AUTO & BOAT WORKS, 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: April 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lynja Herold*

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ARTICLES OF INCORPORATION

OF

GARFIELD BAY AUTO & BOAT WORKS. INC.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being persons of legal age, have this day voluntarily associated ourselves for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

I.

The name of the corporation is GARFIELD BAY AUTO & BOAT WORKS, INC.

II.

The nature of the business of the corporation and the objects to be transacted, promoted, or carried on by it are:

A. To engage in any lawful act of activity for which corporations may be organized under The Business Corporation Act of Idaho.

B. The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers therein specified shall be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article hereof.

III.

The corporation shall have perpetual existence.

IV.

The private property of the shareholders of the corporation shall not be subject to payments of corporation debts to any extent whatsoever.

V.

The registered office of the corporation is at 7000 Garfield Cutoff Road, Sagle, Idaho 83860 and its registered agent is Donald J. McLeod.

VI.

The aggregate number of shares which the corporation shall have authority to issue is 400,000 shares of one class only and each share shall be without par value. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions; each of said shares shall be in all respects equal to every other share.

VII.

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall be no less than two (2); and subject to such minimum, may be increased to no more than five (5), and may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number shall be two (2).

VIII.

The name and address of the incorporators are as follows:

Larry L. Swanson

6835 West Garfield Bay Road
Sagle, Idaho 83860

Donald J. McLeod

c/o 6835 West Garfield Bay Road
Sagle, Idaho 83860

The names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected are as follows:

Larry L. Swanson

6835 West Garfield Bay Road
Sagle, Idaho 83860

Donald J. McLeod

c/o 6835 West Garfield Bay Road
Sagle, Idaho 83860

IN WITNESS WHEREOF, the incorporators have executed this instrument in triplicate on this 1 day of April, 1994.

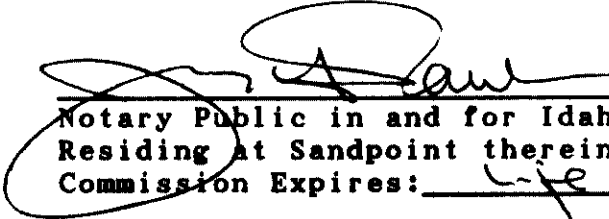

LARRY L. SWANSON


DONALD J. McLEOD

STATE OF IDAHO)
 :ss
County of Bonner)

On this 1 day of April, 1994, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Larry J. Swanson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.



Notary Public in and for Idaho
Residing at Sandpoint therein
Commission Expires: Life

STATE OF IDAHO)
 :ss
County of Bonner)

On this 1 day of April, 1994, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared Donald J. McLeod, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate last above written.



Notary Public in and for Idaho
Residing at Sandpoint therein
Commission Expires: Life