

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PALOUSE CONTRACT MANAGEMENT, INC.
File number C 106550

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: June 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION

Palouse Contract Management, Inc.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, adopts the following Articles of Incorporation for such corporation, and does hereby certify as follows:

FIRST: The name of the corporation is Palouse Contract Management, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares, without par value. The stock shall be nonassessable.

FIFTH: Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized,

and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall first be offered to the shareholders of the corporation.

SIXTH: The address of the initial registered office of the corporation and its registered agent at such address is as follows: Diana L. Pals, 814 S. Washington, Moscow, Idaho 83843.

SEVENTH: The number of Directors constituting the initial Board of Directors of the corporation is five (5); and, the names and addresses of the persons to serve as Directors are:

Carolyn J. Wyatt	814 S. Washington Moscow, Idaho 83843
Nancy Sasse Sasser	814 S. Washington Moscow, Idaho 83843
Beth Waddell	814 S. Washington Moscow, Idaho 83843
Kathleen L. Ruby	814 S. Washington Moscow, Idaho 83843
Diana L. Pals	814 S. Washington Moscow, Idaho 83843

EIGHTH: The name and post office address of the incorporator of this corporation is as follows:

Diana L. Pals	814 S. Washington Moscow, Idaho 83843
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NINTH: Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and another corporation, and no act of the corporation shall in any way be affected or invalidated by the

fact that any Director of the corporation is pecuniarily or otherwise interested in, or is director or officer of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

TENTH: Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

ELEVENTH: Without in any way limiting the provisions of Idaho law, any director of the corporation shall not be

personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

DATED this 1 day of June, 1994.

Diana L. Pals
Diana L. Pals, Incorporator

814 S. Washington
Moscow, Idaho 83843