



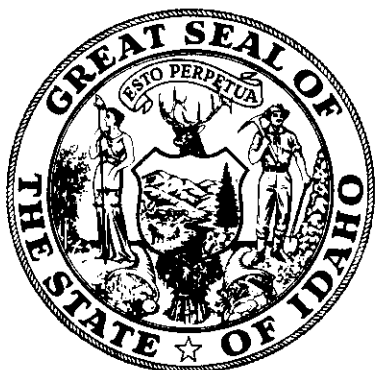
CERTIFICATE OF INCORPORATION
OF

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 _____

_____ ,
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 _____, 19 _____.



A handwritten signature in black ink, which appears to read "Pete T. Cenarrusa". The signature is written in a cursive, flowing style.

SECRETARY OF STATE

Corporation Clerk

JUL 15 11 30 AM '80

ARTICLES OF INCORPORATION
SECRETARY OF STATE

OF

D & W, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is D & W, INC.

SECOND

The purposes for which the corporation is organized are the transaction of any and/or all business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corporation is GEROLDINE E. WILLIAMS, 1621 Broxon Street, Boise, Idaho, 83705.

FIFTH

The amount of capital stock of this corporation shall be and is 1,000 shares of no par value stock, which stock

1 shall not be issued until fully paid for and once so issued
2 shall be nonassessable.

3
4 SIXTH

5 The names and post office addresses of the incorporator(s)
6 and the number of shares subscribed for by each, are as
7 follows:

8 <u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
9 ETHEL DAY	2070 Rock Ridge Boise, ID 83702	One
10 GEROLDINE E. WILLIAMS	2909 Starview Drive Boise, ID 83706	One

12
13 SEVENTH

14 The private property of the stockholders of the corpora-
15 tion shall not be subject to the payment of corporate debts
16 to any extent whatever, and the shares of the corporation
17 shall not be subject to assessment for the purposes of
18 paying expenses, conducting business, or paying debts of the
19 corporation.

20
21 EIGHTH

22 The numbers of directors of the corporation shall be as
23 specified in the By-Laws, and such number may from time to
24 time be increased or decreased in such manner as may be pre-
25 scribed in the By-Laws, and in accordance with Idaho Code.
26 In case of any increase in the number of directors, the
27 additional directors may be elected by the directors then in
28 office, and the directors so elected shall hold office until
29 the next annual meeting of the stockholders and until their
30 successors are elected and qualified. The initial Board of
31 Directors shall be two (2) in number and their name(s)
32 and address(es) are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
ETHEL DAY	2070 Rock Ridge Boise, ID 83702
GEROLDINE E. WILLIAMS	2909 Starview Drive Boise, ID 83706

NINTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.

ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily, or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party

1 to, or may be pecuniarily or otherwise interested in, any
2 contract or transaction of the corporation, provided that
3 the fact that he or such firm is so interested shall be
4 disclosed or shall have been known to the Board of Directors
5 or a majority thereof, and any director of the corporation
6 who is also a director or officer of such other corporation,
7 or who is so interested, may be counted in determining the
8 existence of a quorum at any meeting of the Board of Direc-
9 tors of the corporation which shall authorize any such
10 contract or any such transaction with like force and effect
11 as if he were not such director or officer of such other
12 corporation or not so interested.


13
14 TWELFTH

15 The Board of Directors is expressly authorized to
16 repeal and amend the By-laws of the corporation and to adopt
17 new By-laws, and the corporation reserves the right to
18 amend, alter, change or repeal, any provision contained in
19 these Articles of Incorporation, in the manner now, or
20 hereafter, prescribed by law, by a majority vote of the
21 stockholders, represented in person or by proxy, at any
22 annual meeting of the stockholders or at any meeting duly
23 called for that purpose, except where the laws of the said
24 State of Idaho otherwise provide.

25 IN WITNESS WHEREOF, for the purpose of forming this
26 Corporation under the statutes of the State of Idaho, the
27 undersigned, constituting the incorporator(s) of this
28 Corporation, have executed these Articles of Incorporation
29 the 15th day of July, 1980.

30
31 
32 ETHEL DAY

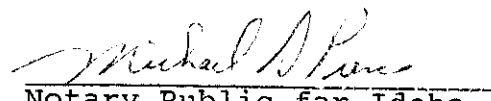
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GEROLDINE E. WILLIAMS

STATE OF IDAHO)
 : ss.
County of Ada)

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the said State, personally appeared ETHEL DAY and GEROLDINE E. WILLIAMS, known to me to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho