



**CERTIFICATE OF INCORPORATION
OF**

PACIFIC-WESTERN, 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: May 11, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: Walter D. [illegible]

ARTICLES OF INCORPORATION
OF
PACIFIC-WESTERN, INC.

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SEC. OF STATE
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KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of full age, citizens of the United States of America, and residents thereof, do hereby voluntarily associate ourselves for the purpose of forming a corporation, in conformity with the laws of the State of Idaho, and for the purposes hereinafter set forth, do hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be PACIFIC-WESTERN, INC. The registered agent shall be CHARLES D. CUDDY, whose address is 125 Johnson Avenue, Orofino, Idaho 83544.

ARTICLE II

LOCATION AND OFFICE ADDRESS

The principal office for the transaction of business of this corporation is to be located in the City of Orofino, State of Idaho, at 125 Johnson Avenue, Orofino, Idaho 83544. The mailing address of the Corporation is P.O. Box 64, Orofino, Idaho 83544.

ARTICLE III

DURATION

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

ARTICLE IV

PURPOSE

The purposes for which this corporation is formed are and shall be:

1. To engage in the purchase, sale or lease of real estate for speculative purposes, including the realization of pecuniary profit, and the operation of any and all legitimate business activity on said real estate, and to execute contracts or receive assignments of contracts relating to this or any other purpose set forth herein.
2. To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, permits and licenses for the purpose of operating any and all legitimate business activities of the corporation, and services set forth herein, and in furtherance of such activity.
3. To apply for, obtain, own, transfer, sale, use or otherwise enjoy permits and licenses for the construction of energy producing or cogeneration

facilities of any and all type and nature, which licenses may be issued by any federal regulatory body, state agency, or local authority. To construct such facilities as may be reasonable and necessary to operate, use and enjoy any such licenses, and to sell electrical power derived therefrom.

4. To conduct any and all lawful business for which corporations may be incorporated under the provisions of Chapter 1, Title 30, Idaho Code.
5. To establish, purchase, lease as lessee, or otherwise acquire, own, operate and maintain, sell, mortgage, deed and trust, lease as lessor, and otherwise dispose of equipment, or real or and personal property of any type or nature necessary to carry on and conduct the legitimate business interests of the corporation; to acquire all such merchandise, supplies, materials and other articles that shall be necessary or incidental to such business interest; and to have any and all powers to carry out the purposes above set forth; and to have any and all powers to carry out the purposes above set forth as natural persons, whether as principles, agents, trustees or otherwise.
6. To create, manufacture, market and distribute, goods, services or rights are now, or shall be in the future, subject to being copyrighted or patented; to sell, at

wholesale or retail, all goods and services of whatever type or nature used in conjunction with or in furtherance of the business activity of the corporation. To lease, purchase, or otherwise acquire vehicles or personal property necessary to fulfill such purpose or any other business activity of the corporation.

7. To finance the sale, lease or purchase of any and all items herein above specified, and to purchase existing contracts concerning the same. To invest and speculate in stocks, bonds, and debentures, whether public or private, and any and all other items evidencing indebtedness, whether private, partnership or corporate.

V

POWER

This corporation shall have the power, authority, and capacity as follows:

- A. It shall have the capacity to act possessed by natural persons, but it shall have the authority to perform only such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law;
- B. Without limiting or enlarging the grant of authority contained in subdivision 1, Section 30-114. Idaho Code, it is hereby provided that such corporation shall have authority:

1. To have succession by its corporate name for the time stated in these Articles of Incorporation, and when no period is limited, perpetually.
2. To sue and be sued, appear, complain and defend in any court of law of equity, or before any board, commission or tribunal.
3. To have and use a corporate seal which may be altered at pleasure.
4. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation other than its franchise of being a corporation, to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, and/or otherwise dispose of and deal in shares, bonds, securities and debentures and other evidences of indebtedness of other corporations, domestic or foreign.
5. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

6. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock, and optionally to provide penalties for the breach thereof not exceeding twenty dollars (\$20.00) for any one offense.
7. To issue shares and admit shareholders, and to sell their shares for the payment of assessments or installments.
8. To enter into contracts or obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.
9. To conduct business in this State and to acquire, receive, hold, purchase, lease, mortgage, dispose of, and/or convey real and personal property situate out of this State, provided such powers are included within the objects set forth in its Articles of Incorporation.
10. To do all acts as are necessary and expedient to accomplish its stated purposes.

ARTICLE VI

AMOUNT OF CAPITAL STOCK

The total authorized number of shares of stock is One Thousand (1,000). Each share shall have a par value of One Hundred Dollars (\$100.00). The aggregate par value of the total authorized stock is One Hundred Thousand Dollars (\$100,000.00). Each share shall be common stock, there shall be no preferred stock, and each share shall have one (1) vote.

ARTICLE VII

VOTING RIGHTS

1. CUMULATIVE VOTING - At all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may distribute them among the number of directors to be voted for, or any two or more of them, as he may see fit.
2. PROXY VOTING - In all elections for directors or managers of this corporation every shareholder shall have the right to vote in person or by proxy

for the number of shares of stock owned by him, and such directors or managers shall not be elected in any other manner.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATORS

The name and post office address of each of the incorporators and the number of shares of stock subscribed to by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>SHARES</u>
CHARLES D. CUDDY	P.O. Box 64 Orofino, Idaho 83544	1
BRADLEY CHARLES CUDDY	P.O. Box 3637 Moscow, Idaho 83843	1
CARRIE BIRD	2035 Konkolville Road Orofino, Idaho 83544	1

ARTICLE IX

PREEMPTIVE RIGHTS

The holders of shares of stock of this corporation shall, upon the sale by authorization of the corporation for cash or shares of the same class, have the right, during a reasonable time to be fixed therefore by the Board of Directors but at not less than par for par value shares.

ARTICLE X

DIRECTORS

This corporation shall have a minimum of two (2) directors, who shall at all times be citizens of the United States of

America; the names and addresses of the said directors who shall manage the business of the corporation until the first shareholder's meeting are:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>SHARES</u>
CHARLES D. CUDDY	P.O. Box 64 Orofino, Idaho 83544	1
BRADLEY CHARLES CUDDY	P.O. Box 3637 Moscow, Idaho 83843	1
CARRIE BIRD	2035 Konkolville Road Orofino, Idaho 83544	1

ARTICLE XI

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in such manner, amounts, and proportions, and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the by-laws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its

stockholders. Or, in the event of death of any of its stockholders, the manner and form as well as the relevant terms, conditions, and details thereof, shall be determined by the stockholders of the corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation shall be given the option of first refusal to purchase such shares at a price that may be fixed therefore by the Board of Directors but at not less than par.

ARTICLE XIII

PROVISIONS FOR BY-LAWS AND AMENDMENT THEREOF

This corporation shall be governed by a duly adopted code of by-laws, which by-laws shall not be inconsistent with the provisions of the laws of the State of Idaho or the Certificate of Incorporation. At any shareholders' meeting a majority of the outstanding shares of this corporation is required to amend these by-laws.

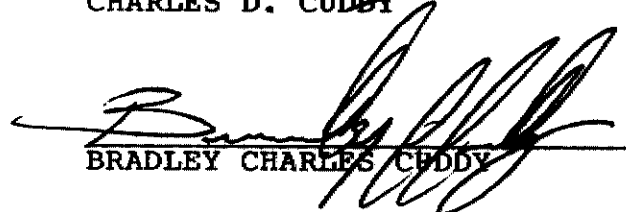
ARTICLE XIV

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the stock issued at any regular meeting or at a special meeting called for that purpose by a majority of the Board of Directors after thirty (30) days notice to all holders of stock, which notice shall be in conformance with the statutes of the State of Idaho, made and provided therefore.

IN WITNESS WHEREOF, we the subscribed have executed these Articles of Incorporation this 15th day of April, 1989.


CHARLES D. CUDDY


BRADLEY CHARLES CUDDY


CARRIE BIRD

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 15th day of April, 1989, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CHARLES D. CUDDY, BRADLEY CHARLES CUDDY, and

CARRIE BIRD, known to me to be the persons whose names are subscribed to the foregoing 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.

James I. Greene
Notary Public in and for the
State of Idaho, residing at
Orlando, therein.
Expiration date: 5-16-94