



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

MERIDIAN MILLS, 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: July 08, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth B. Basala*

ARTICLES OF INCORPORATION
OF
MERIDIAN MILLS, INC.

4/14/91
4:32 PM '91
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation shall be Meridian Mills, Inc.

II.

The corporation shall exist in perpetuity.

III.

The address of the initial registered office of this corporation in the state of Idaho shall be 300 First Security Bldg., Boise, Idaho 83702, and the name of the initial registered agent at that address shall be Idaho Service Company.

IV.

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

V.

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
K. Peter Norrie	3366 Overland Road Post Office Box 1486 Boise, Idaho 83701

James M. Pfeifer

3366 Overland Road
Post Office Box 1486
Boise, Idaho 83701

Vicki M. Wheeler

3366 Overland Road
Post Office Box 1486
Boise, Idaho 83701

The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

VI.

The aggregate number of shares which this corporation shall have authority to issue shall be Five Million (5,000,000) shares of nonassessable common stock having par value of \$.01 per share.

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Votes may not be cumulated.

VII.

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except: For any breach of the director's duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing

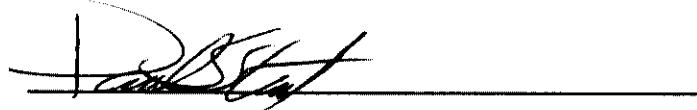
violation of law; for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or for any transaction from which the director derives an improper personal benefit.

VIII.

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Paul S. Street	Post Office Box 829 Boise, Idaho 83701

8th day of July, 1991.



STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of July, 1991, before me, a notary public in and for said county and state, personally appeared Paul S. Street, 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 in said county, the day and year first above written.

Barbara H. Deck
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
My Commission Expires 11-4-91