

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

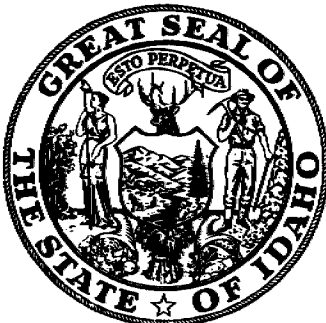
ITW, INC.

File number C 106975

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 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siepe*

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ARTICLES OF INCORPORATION
OF
ITW, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, Michael A. Woods, and Michael A. Tiemann, who are citizens of the United States of America and a residents of the State of Washington, and Mark W. Ireland, who is a citizen of the United States of American and a resident of the State of Idaho, are desirous of forming a corporation under the laws of the State of Idaho, and in pursuance thereof, do hereby sign and acknowledge the following Articles of Incorporation, in duplicate originals and state as follows:

ARTICLE I.

NAME

The name of the corporation shall be "ITW, INC."

ARTICLE II.

PURPOSES

The purposes and objects of this corporation are as follows:

A. To engage in generally and carry on any lawful business or trace which may, in the judgment of the Board of Directors at any time, be necessary, useful, or advantageous to this corporation. Pursuant to Title 30.

B. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this corporation shall also have the following powers:

1. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the

stock of this corporation; provided that the money or property of this corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the corporation. The corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

2. To acquire (by purchase or otherwise) and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in bonds, debentures, notes, and other securities and obligations of this corporation.

3. To borrow money and give security therefor.

4. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose pertaining to its business with any individual, entity, firm, association, or corporation or with any governmental, municipal, or public authority (domestic or foreign).

5. To do everything necessary, proper, convenient, or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation and to enhance the value or render profitable any of its properties or rights.

6. To do any and all of the things set forth in this Article to the same extent a natural person might or could do and in any part of the work as principals, agents, contractors, trustees, or otherwise, either alone or in company of others.

Provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to exercise any power to do any act which a corporation formed under the Uniform Business Corporation Act of the State of Idaho or any amendment thereto cannot lawfully do.

ARTICLE III.

PREEMPTIVE RIGHTS

Shareholders of this corporation shall have preemptive rights to acquire additional shares offered for sale by the corporation.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The location and address of the registered office of the corporation shall be South 4750 Steinpreis Road, Post Falls, Idaho. The registered agent of the corporation shall be Mark Wayne Ireland, South 4750 Steinpreis Road, Post Falls, Idaho 83854.

ARTICLE V.

CAPITAL STOCK

The authorized capital stock of the corporation shall be 99 shares consisting of 99 shares of common stock having a par value of One Dollar (\$1.00).

The corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VI.

DIRECTORS

A. The number of directors of the corporation shall be fixed as provided in the Bylaws, and may be changed from time to time by amending the Bylaws, as therein provided, but the number of directors shall be not less than three (3), but not more than five (5).

B. In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal

the Bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such Bylaws.

C. The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and, in the absence of fraud, no such contract or transaction shall be avoided and not such director, officer, or shareholder shall be held liable to account to the corporation (by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership) for any profit or benefit realized by him through any such contract or transaction; provided, however, in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions of that corporation, association, firm or entity.

D. Any contract, transaction, or act of the corporation or of the directors or of any officer of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purpose shall, insofar as permitted by law, be valid and binding as though ratified by every shareholder of the corporation.

E. The first directors of this corporation shall be three (3) in number and their names and addresses are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Michael A. Woods | 1713 N. Stone Spokane, WA 99207 |
| Michael A. Tiemann | S 702 Houk Spokane, WA 99216 |
| Mark W. Ireland | S. 4750 Steinpreis Rd Post Falls, ID 83854 |

The term of the first directors shall be until the first annual meeting of the shareholders of the corporation and until their successors are elected and qualified.

F. Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, and no shareholder shall be entitled to accumulate his votes.

ARTICLE VII.

INCORPORATE

The name and address of the incorporator is as follows:


| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Michael A. Woods | 1713 N. Stone Spokane, WA 99207 |
| Michael A. Tiemann | S 702 Houk Spokane, WA 99216 |
| Mark W. Ireland | S. 4750 Steinpreis Rd Post Falls, ID 83854 |

ARTICLE VIII.


AMENDMENT; ALTERATION

The corporation reserves the right to amend, alter, change, and repeal any provision contained in these Articles of Incorporation in any manner now and hereafter prescribed by statute; and all right conferred upon shareholders, are subject to this reservation.

IN WITNESS WHEREOF, the incorporate hereunto set his hand this 30 day of June, 1994.



MICHAEL A. WOODS



MICHAEL A. TIEMANN



MARK W. IRELAND