



CERTIFICATE OF INCORPORATION
OF

PACIFIC NORTHWEST PROPERTIES, INC.

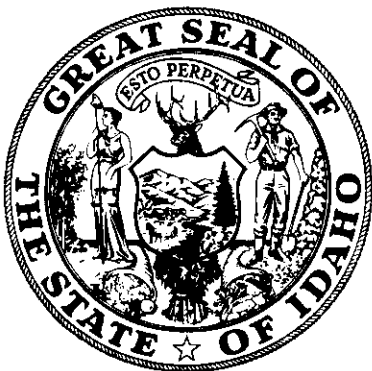
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PACIFIC NORTHWEST PROPERTIES, INC.

, 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 13, 19 81.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

PACIFIC NORTHWEST PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, Westco, Inc., an Idaho Corporation, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

I.

The name of the Corporation is PACIFIC NORTHWEST PROPERTIES, INC.

II.

The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

(1) To own, buy, sell, lease, exchange, manage and deal in lands and real estate; to erect buildings and improvements thereon; to subdivide, plat and sell the same; to borrow and loan money on real estate and other security; and to perform any and all other powers, necessary, incident or convenient to the business aforesaid.

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of \$100.00 par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have perpetual existence.

V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set

forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two. None of the directors needs to be a stockholder of the Corporation or a resident of the State of Idaho.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
William F. Winkle	834 Curling Lane Boise, Idaho 83702
Dennis E. Heeb	7217 McMullen Boise, Idaho 83709

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

VII.

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, or corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of such other corporation or of such person, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership. Any director whose interest in such contract or transaction arises solely by reason of the fact that he is a stockholder, officer or creditor of such other corporation (or solely by reason of the fact that he is a director of such other corporation or partnership in such firm where such dealing, contract or arrangement is made by officers or employees of the Corporation in the ordinary performance of their duties and without the actual participation of such director) shall

not be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such contract or transaction be void or voidable, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Apart from and in addition to the other provisions of this article, no contract or other transaction between the Corporation and any other corporation or firm which provides for the purchase or sale of securities by such other corporation or firm upon terms not less favorable to the Corporation than offered by such other corporation or firm to others, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation or partners in such firm, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account in respect thereof.

No contract or other transaction between the Corporation and any other corporation, at least a majority of the stock of which having voting power is owned or controlled by the Corporation or which owns or controls at least a majority of the stock having voting power of the Corporation, shall in any case be void or voidable because of the fact that directors of the Corporation are directors of such other corporation, nor shall any such director be deemed interested in such contract or other transaction under any of the provisions of this article, nor shall any such director be liable to account because of such interest nor need any such interest be disclosed.

Any contract or act that shall be approved or ratified by the vote of the holders of a majority of the capital stock of the Corporation having voting power which is represented in person or by proxy at any annual meeting of the stockholders or at any special meeting called for the purpose, among others, of considering the approval or ratification of the acts of officers or directors (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all of its stockholders as though it had been approved or ratified by every stockholder of the Corporation.

VIII.

The Corporation shall have the authority in accordance with Idaho State law to indemnify each director or officer or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital

stock or of which it is a creditor against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of, any such actions, suits or proceedings brought against any such director, officer or person. Wherever in this section a director or officer is referred to, such reference shall include his executors and administrators.

IX.

Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

X.

The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

XI.

The names and places of residence of the incorporators are as follows:

<u>Name of Incorporator</u>	<u>Address of Incorporator</u>
WESTCO, INC., an Idaho corporation	410 South Orchard, Suite 116 Boise, Idaho 83705

XII.

The registered office of this Corporation in the State of Idaho shall be 410 South Orchard, Suite 116, Boise, Idaho 83705, or such other place within the City of Boise, County of Ada, as the Board of Directors may hereafter determine. The name of the registered agent at such address is William F. Winkle.

WESTCO, INC., an Idaho corporation

By Wm F Winkle
William F. Winkle, Its President

ATTEST:

Dennis E Heeb
Dennis E. Heeb, Its Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 26th day of June, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared WILLIAM F. WINKLE and DENNIS E. HEEB, known to me to be the President and Secretary, respectively, of WESTCO, INC., an Idaho corporation, which is the corporation that executed this instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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.

Starlene Maus
Notary Public for Idaho
Residing at Boise, Idaho