



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

B. D. & M., 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: October 3, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

B. D. & M., INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE.

Name: The name of the corporation is:

B. D. & M., INC.

ARTICLE TWO.

Purposes: The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE.

Duration: The period of duration of the corporation is perpetual.

ARTICLE FOUR.

Registered Office and Registered Agent: The address of the corporation's initial office in the State of Idaho is 1946 Foxborough Ct., Hayden Lake, Idaho 83835

The name of the corporation's initial registered agent at such address is MICHAEL L. BROWN.

ARTICLE FIVE.

Stock: The total authorized number of shares of stock is ONE HUNDRED (100). All of such shares shall be without par value.

ARTICLE SIX.

Board of Directors: The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than three (3) directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

ARTICLE SEVEN.

Directors: The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL L. BROWN	1946 Foxborough Ct. Hayden Lake, Idaho 83835

ARTICLE EIGHT.

Incorporators: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PAUL R. KROEGER Attorney at Law	P. O. Box 218 Post Falls, Idaho 83854

ARTICLE NINE.

Authority to Issue Corporate Obligations: The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation wheresoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

ARTICLE TEN.

Quorum and Voting Requirements for Shareholders' Meeting: FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE ELEVEN.

Number of Voters Required to Constitute an Act of the Board: FIFTY-ONE PERCENT (51%) of the directors elected shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE TWELVE.

Bylaws - Adoption: 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 frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE THIRTEEN.

Bylaws - Amendment: All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be made, by the affirmative vote of the holders of record of FIFTY-ONE PERCENT (51%) of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or at any special meeting, provided notice of the proposed alteration or repeal or of the proposed new Bylaws be included in the notice of such meeting.

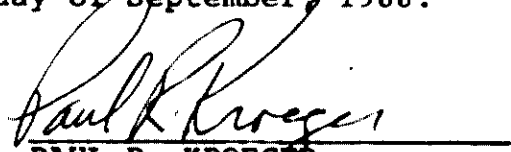
ARTICLE FOURTEEN.

Sale of Corporation's Assets: The corporation shall not sell, lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of its property and assets, not in the regular course of its business, without authorization by a resolution adopted by a majority of the members of the Board of Directors and by a vote of FIFTY-ONE PERCENT (51%) of the holders of the outstanding shares.

ARTICLE FIFTEEN.

Articles - Amendment: The Articles of Incorporation may be amended by the affirmative vote of the holders of record of FIFTY-ONE PERCENT (51%) of the outstanding stock of the corporation entitled to vote in respect thereof, given at any annual meeting or any special meeting, provided notice of the proposed amendment be included in the notice of such meeting.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 30th day of September, 1988.

  
PAUL R. KROEGER  
Incorporator

