



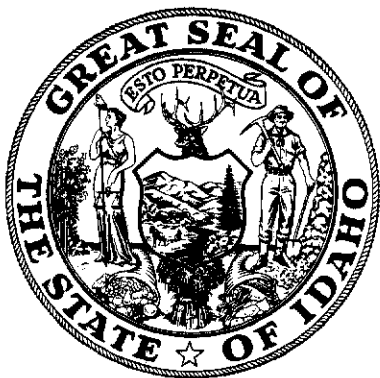
CERTIFICATE OF INCORPORATION
OF

GOETZ ENGINEERING, INCORPORATED

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: *December 23, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by:

[Signature]

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ARTICLES OF INCORPORATION
OF
GOETZ ENGINEERING, INCORPORATED

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, adopt the following Articles of Incorporation for such corporation, and do hereby certify as follows:

FIRST: The name of the corporation is GOETZ ENGINEERING, INCORPORATED.

SECOND: The period of its duration is perpetual.

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

FORTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares, without par value. The stock shall be nonassessable.

FIFTH: Shareholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the

corporation shall first be offered to the shareholders of the corporation.

SIXTH: The address of the initial registered office of the corporation and its registered agent at such address is as follows: Robert M. Magyar, Attorney at Law, 212 East Sixth Street, P.O. Box 8074, Moscow, Idaho 83843.

SEVENTH: The number of Directors constituting the initial Board of Directors of the corporation is two (2), and the name and address of the persons who are to serve as Directors are:

<u>Name</u>	<u>Address</u>
Charles J. Goetz	512 South 11th Street Coeur d'Alene, Idaho 83814
Dale Popp	<u>N. 13651 Minidoka Trail</u> <u>Spokane, Washington 99218</u>

EIGHTH: The name and post office address of the incorporator of this corporation is as follows:


<u>Name</u>	<u>Address</u>
Charles J. Goetz	512 South 11th Street Coeur d'Alene, Idaho 83814

NINTH: Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that

the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TENTH: Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

DATED: DECEMBER 17, 1986


Charles J. Goetz
Incorporator
512 South 11th Street
Coeur d'Alene, Idaho 83814