



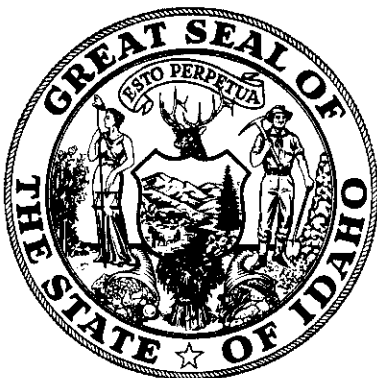
CERTIFICATE OF INCORPORATION
OF

ALBEN CORPORATION

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: January 2, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by:

W. J. Clark

ARTICLES OF INCORPORATION

OF

ALBEN CORPORATION

JAN 7 1 03 PM '86
SECRETARY OF STATE

FIRST: The name of this corporation (the "Corporation") is

ALBEN CORPORATION

SECOND: This Corporation is to have perpetual existence.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty-five Million (35,000,000) of which

- (i) Five Million (5,000,000) shall be Class F Stock with a par value of No Dollars and No Cents (\$0.00) per share;
- (ii) Ten Million (10,000,000) shall be Class E Stock with a par value of No Dollars and No Cents (\$0.00) per share;
- (iii) Fifteen Million (15,000,000) shall be Class P Stock with a par value of No Dollars and No Cents (\$0.00) per share; and
- (iv) Five Million (5,000,000) shall be Class S Stock with a par value of No Dollars and No Cents (\$0.00) per share;

The preferences, limitations and relative rights of the shares of each class are as follows:

Class F

A. Authorized Shares: Five Million (5,000,000). The Board of Directors of the Corporation hereby is expressly authorized from time to time to issue the shares of Class F Stock for such consideration and on such terms as it may determine.

B. Par Value: No Dollars and No Cents (\$0.00) per share.

C. Voting:

(i) Cumulative for Directors: A holder of Class F Stock shall be entitled to as many votes as are equal to the number of shares owned multiplied by the number of directors to be elected. He may cumulate the votes--that is, cast all votes for one candidate--or he may distribute his votes among the candidates in any way he sees fit.

(ii) Other Purposes: The holders of Class F Stock shall be entitled to one vote for each such share on all matters brought before the stockholders except the election of directors.

D. Dividends: Class F Stock shall be subject to the current and cumulative dividend preference of Class S Stock and equal in dividend preference to Class E Stock and Class P Stock except that the per share dividend rates of Class E Stock and Class P Stock respectively shall be 1.125 and 1.25 times the per share dividend rate declared for Class F Stock.

E. Liquidation Rights: Class F Stock shall be subject to the preference in the assets of the Corporation of Class S Stock and have equal preference in the assets of the Corporation with Class E Stock and Class P Stock upon the voluntary or involuntary liquidation of the Corporation.

F. Convertibility:

(i) If a holder of Class F Stock is an employee then each share of Class F Stock shall be convertible into one (1) shares of Class E Stock and one (1) share of Class P stock.

(ii) If a holder of Class F Stock is not an employee then each share of Class F Stock shall be convertible into two (2) shares of Class P Stock.

G. Preemptive Rights: Each holder of Class F Stock shall be entitled to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire in proportion to his current holdings any shares of stock of the same class of the corporation or any shares of stock of any other class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of stock of the same class of the corporation or of shares of any other class of stock of the corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of stock of the same class of the corporation or shares of stock of any other class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

H. Restrictions: The following restrictions apply to the transfer of Class F Stock:

(i) Holders of Class F Stock wishing to sell a portion of or all of their stock shall first offer such stock to the other holders of Class F Stock in proportion to their then holdings. These other holders shall within (30) days either waive their right to acquire such stock or shall purchase all or part of such stock. If a holder waives his right to buy such stock or buys only a part his share of the stock offered then the other holders of Class F Stock shall within thirty (30) days of the date of waiver or purchase

either waive their right to acquire such stock or shall purchase all or part of such stock.

(ii) Any shares not purchased by the other holders of Class F Stock shall be offered to the Corporation which shall within thirty (30) days of said offer shall either waive its right to acquire such stock or shall purchase such stock for such lawful consideration as the Board of Directors in its discretion may determine except that such consideration shall not be less than the Book Value of such stock as determined from the most recent Balance Sheet of the Corporation unless otherwise specified in the agreement by which the Holder acquired such stock; and after the expiration of said thirty days any and all of such shares of stock may be transferred to such persons, firms, corporations and associations for such consideration, and on such terms, as the seller in his discretion may determine.

(iii) Notwithstanding (i) and (ii) above a holder of Class F Stock shall not be restricted from transferring some or all of his shares to his spouse, children or children's children.

Class E

A. Authorized Shares: Ten Million (10,000,000). Class E Stock shall be owned only by the Corporation's employees and retirees or the spouses, children and children's children of the Corporation's employees and retirees. The Board of Directors of the Corporation hereby is expressly authorized from time to time to issue the shares of Class E Stock for such consideration and on such terms as it may determine.

B. Par Value: No Dollars and No Cents (\$0.00) per share.

C. Voting:

1. Cumulative for Directors: A holder of Class E Stock shall be entitled to as many votes as are equal to one-fifth the number of shares owned multiplied by the number of directors to be elected. He may cumulate the votes--that is, cast all votes for one candidate--or he may distribute his votes among the candidates in any way he sees fit.

2. Other Purposes: The holders of Class E Stock shall be entitled to one-fifth vote for each such share on all matters brought before the stockholders except the election of directors.

D. Dividends: Class E Stock shall be subject to the current and cumulative dividend preference of Class S Stock and equal in dividend preference to Class F Stock and Class P Stock except that the per share dividend rate of Class E stock shall be 1.125 times the per share dividend rate declared for Class F Stock.

E. Liquidation Rights: Class E Stock shall be subject to the preference in the assets of the Corporation of Class S Stock and have equal preference in the assets of the Corporation with Class F Stock and Class P Stock upon the voluntary or involuntary liquidation of the Corporation.

F. Convertibility: Class E Stock shall not be convertible.

G. Preemptive Rights: Class E Stock shall have no preemptive rights.

H. Restrictions: The following restrictions apply to the transfer of Class E Stock:

(i) Holders of Class E Stock wishing to sell a portion of or all of their stock shall first offer such stock to the other holders of Class E Stock who shall within thirty (30) days either waive their rights to acquire such stock or shall purchase such stock for such mutually agreeable price as the buyer and seller may determine.

(ii) If the holders waive their right to acquire such stock then the Corporation shall purchase such stock for such lawful consideration as the Board of Directors in its discretion may determine except that such consideration shall not be less than the Book Value of such stock as determined from the most recent Balance Sheet of the Corporation unless otherwise specified in the agreement by which the holder acquired such stock.

(iii) Notwithstanding (i) and (ii) above a holder of Class E Stock shall not be restricted from transferring some or all of his shares to his spouse, children or children's children.

(iv) If a holder of Class E Stock terminates for any reason except retirement he shall unless otherwise specified in the agreement by which the holder acquired such stock either sell such stock in accordance with (i) and (ii) above.

(v) If the spouse, children or children's children of a person who terminates for any reason except retirement hold Class E Stock said spouse, children or children's children shall, unless otherwise specified in the agreement by which the stock was originally acquired, either sell such stock in accordance with (i) and (ii) above.

Class P

A. Authorized Shares: Fifteen Million (15,000,000). The Board of Directors of the Corporation hereby is expressly authorized from time to time to issue the shares of Class P Stock for such consideration and on such terms as it may determine.

B. Par Value: No Dollars and No Cents (\$0.00) per share.

C. Voting:

1. Cumulative for Directors: A holder of Class P Stock shall be entitled to as many votes as are equal to one-tenth the number of shares owned multiplied by the number of directors to be elected. He may cumulate the votes--that is, cast all votes for one candidate--or he may distribute his votes among the candidates in any way he sees fit.

2. Other Purposes: The holders of Class P Stock shall be entitled to one-tenth vote for each such share on all matters brought before the stockholders except the election of directors.

D. Dividends: Class P Stock shall be subject to the current and cumulative dividend preference of Class S Stock and equal in dividend preference to Class F Stock and Class E Stock except that the per share dividend rate of Class P stock shall be 1.25 times the per share dividend rate declared for Class F Stock.

E. Liquidation Rights: Class P Stock shall be subject to the preference in the assets of the Corporation of Class S Stock and have equal preference in the assets of the Corporation with Class F Stock and Class E Stock upon the voluntary or involuntary liquidation of the Corporation.

F. Convertibility: Class P Stock shall not be convertible.

G. Preemptive Rights: Class P Stock shall have no preemptive rights.

H. Restrictions: There shall be no restrictions on the transfer of Class P Stock.

Class S Stock

A. Authorized Shares: Five Million (5,000,000). Class S Stock may be issued in one or more series. The Board of Directors of the Corporation hereby is expressly authorized from time to time to issue the shares of Class S Stock, in such series, for such consideration and on such terms as it may determine and by adopting a resolution or resolutions providing for the issue of shares of any particular series to fix before issuance the number of shares to be included in any such series and the designation, relative powers, preferences and rights of the shares of such series, and the qualifications, limitations, or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination of the following:

(i) the distinctive designation of, and the number of shares comprising, such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of such shares thereof then outstanding) from time to time by like action of the Board of Directors;

(ii) the dividend rate or amount, if any, for the shares of such series, the conditions and dates upon which dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes or any other series of any class or classes of stock, and the date or dates from which such dividends shall be cumulative for such shares or portion thereof to be issued;

(iii) whether or not the shares of such series shall be subject to redemption by the Corporation and the times, prices, and other terms and conditions of such redemption;

(iv) whether or not the shares of such series shall be subject to the operation of a sinking fund or purchase fund to be applied to the redemption or purchase of such shares and if such a fund be established, the amount thereof and the terms and provisions relative to the application thereof;

(v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes, or shares of any other series of any class or classes, of stock of the Corporation, or for any other securities, and if provision be made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

(vi) any other powers, preferences and relative, optional, or other special rights of the shares of such series, and the qualifications, limitations, or restrictions thereof, to the full extent now or hereafter permitted by law and not inconsistent with the provisions hereof.

All shares of any one series of Class S Stock shall be identical in all respects except as to the dates from which dividends thereon may be cumulative. Except as otherwise provided in the resolution or resolutions providing for the issue of any series of Class S Stock, all series of Class S Stock shall rank equally and be identical in all respects.

B. Par Value: No Dollars and No Cents (\$0.00) per share.

C. Voting: The shares of Class S Stock shall have no voting rights with respect to the election of directors or to other matters brought before the stockholders except as specifically provided by law.

D. Dividends:

(i) Class S Stock shall have preference over Class F, Class E and Class P Stock with respect to the payment of dividends;

(ii) Dividends for Class S Stock shall be cumulative;

(iii) Class S Stock shall be nonparticipating with respect to any dividends above the current dividend preference and any cumulative dividends in arrears; and

(iv) The dividend rate for Class S Stock shall be determined by the Board of Directors in accordance with Paragraph A (ii) above.

E. Liquidation Rights: Class S Stock shall have preference in the assets of the Corporation over Class F Stock, Class E Stock and Class P Stock upon the voluntary or involuntary liquidation of the Corporation.

G. Preemptive Rights: Class S Stock shall have no preemptive rights.

H. Restrictions: There shall be no restrictions on the transfer of Class S Stock.

Notwithstanding any other provisions of these Articles of Incorporation and any provisions of the By-Laws of the Corporation, no amendment to these

Articles of Incorporation shall amend, alter or repeal, or adopt any provisions inconsistent with, any or all of the provisions of this Article FOURTH, unless adopted by the affirmative vote of the holders of not less than eighty percent (80%) of the outstanding voting power of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate class voting by the shares is otherwise required by the laws of the State of Idaho.)

FIFTH: The address of the registered office of the Corporation in the State of Idaho is 2248 Ridge Point Way, Boise, Idaho, 83712. The name of the registered agent at such address is Gillian B. Paulson.

SIXTH: The property and business of the Corporation shall be managed by or under the direction of its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the manner provided in the By-Laws of the Corporation, except that such number shall not be less than two (2) nor more than twenty (20). The directors, other than those directors who may be elected by any class or series of Preferred Stock, shall hold office until the next annual meeting except that when the Board of Directors shall consist of nine (9) or more members, in lieu of electing the whole number of directors annually, it may at the discretion of the Board of Directors be divided into three classes, as nearly equal in number as possible, by or in the manner provided in the By-Laws of the Corporation, the term of office of those of the first class to expire at the first annual meeting of stockholders after their election, the term of office of those of the second class to expire at the second annual meeting of stockholders after their election, and the term of office of those of the third class to expire at the third annual meeting of stockholders after their election with the members of each class to hold office until their successors are elected and qualified. Notwithstanding the foregoing, whenever the Corporation shall have one or more series of Preferred Stock outstanding, and the holders of shares of any such series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of office of the director or directors elected by such holders of Preferred Stock shall expire at the next succeeding annual meeting of stockholders. Subject to the foregoing, at each annual meeting of the stockholders of the Corporation, the successors to the class of directors whose term expires at that meeting shall be elected.

The number of directors which shall constitute the initial Board of Directors shall be two. The names and addresses of these two are as follows:

Stephen M. Paulson
2248 Ridge Point Way
Boise, Idaho 83712

Gillian B. Paulson
2248 Ridge Point Way
Boise, Idaho 83712

These directors shall serve until the first annual meeting of stockholders or until their successors be elected and qualify.

Notwithstanding any other provisions of these Articles of Incorporation and any provisions of the By-Laws of the Corporation, no amendment to these Articles of Incorporation shall amend, alter or repeal, or adopt any

provisions inconsistent with, any or all of the provisions of this Article SIXTH, unless adopted by the affirmative vote of the holders of not less than eighty percent (80%) of the outstanding voting power of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate class voting by the shares is otherwise required by the laws of the State of Idaho.)

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation and to confer in the By-Laws of the Corporation powers upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute.

EIGHTH:

Section 1. Vote Required for Certain Business Combinations

A. Higher vote for Certain Business Combinations.

(i) any merger or consolidation of the Corporation or any subsidiary (as hereinafter defined) with (a) any Interested Stockholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or combination would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder or any Affiliate of any Interested Stockholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value (as hereinafter defined) of \$50,000 or more; or

(iii) the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$50,000 or more; or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Stockholder or any Affiliate of any Interested Stockholder; or

(v) any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or any Affiliate of any Interested Stockholder;

shall require the affirmative vote of at least eighty percent (80%) of the voting power of the outstanding Voting Stock (as hereinafter defined). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law, these Articles of Incorporation or otherwise.

B. Definition of "Business Combination". The term "Business Combination" as used in this Article EIGHTH shall mean any transaction which is referred to in any one or more of clauses (i) through (v) of paragraph A of this Section 1.

Section 2. Certain Definitions

For the purposes of this Article EIGHTH:

A. A "person" shall mean any person (other than the Corporation or any Subsidiary) or other entity.

B. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of ten percent (10%) or more of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of ten percent (10%) or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) Which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or

understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purposes of determining whether a person is an Interested Stockholder pursuant to paragraph B of this Section 2, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 3, but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, a specified person.

F. "Associate" shall mean (i) any corporation or organization (other than the Corporation or a majority-owned subsidiary of the Corporation) of which such person is an officer or partner or is, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities, (ii) any trust or other estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar fiduciary capacity, and (iii) any relative or spouse of such person, or any relative of such spouse, who has the same home as such person or who is a director or officer of the Corporation or any of its parents or subsidiaries.

G. "Subsidiary" shall mean any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in paragraph B of this Section 2, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity is owned, directly or indirectly, by the Corporation.

H. "Voting Stock" shall mean capital stock of the Corporation entitled to vote generally in the election of directors.

Section 3. Certain Determinations

The directors of the Corporation shall have the power and duty to determine for the purposes of this Article EIGHTH on the basis of information known to them after reasonable inquiry, (i) whether a person is an Interested Stockholder, (ii) the number of shares of Voting Stock beneficially owned by any person and the voting power thereof, (iii) whether a person is an Affiliate or Associate of another, (iv) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$50,000 or more.

Section 4. No Effect on Fiduciary Obligations of Interested Stockholders

Nothing contained in this Article EIGHTH shall be construed to relieve any Interested Stockholder from any fiduciary obligation imposed by law.

Section 6. Amendment, Repeal, Etc.

Notwithstanding any other provisions of these Articles of Incorporation and any provisions of the By-Laws of the Corporation, no amendment to these Articles of Incorporation shall amend, alter or repeal, or adopt any provisions inconsistent with, any or all of the provisions of this Article EIGHTH, unless adopted by the affirmative vote of the holders of not less than eighty percent (80%) of the voting power of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate class voting by the shares is otherwise required by the laws of the State of Idaho.)

NINTH: No action required to be taken or which may be taken at any annual or special meeting of stockholders of the Corporation may be taken by written consent without a meeting, and the right of stockholders to act by written consent is hereby expressly denied.

Notwithstanding any other provisions of these Articles of Incorporation and any provisions of the By-Laws of the Corporation, no amendment to these Articles of Incorporation shall amend, alter or repeal, or adopt any provisions inconsistent with, any or all of the provisions of this Article NINTH, unless adopted by the affirmative vote of the holders of not less than eighty percent (80%) of the voting power of the Corporation entitled to vote generally in the election of directors, voting together as a single class (unless separate class voting by the shares is otherwise required by the laws of the State of Idaho.)

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

ELEVENTH: The name and mailing address of the incorporator is:

Stephen M. Paulson
2248 Ridge Point Way
Boise, Idaho 83712

THE UNDERSIGNED, being the incorporator herein before named, for the purpose of forming a corporation pursuant the the Idaho Business Corporation Act, does make these articles, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 31st day of December, 1985.

