

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

PONDEROSA MOTORS III, INC.

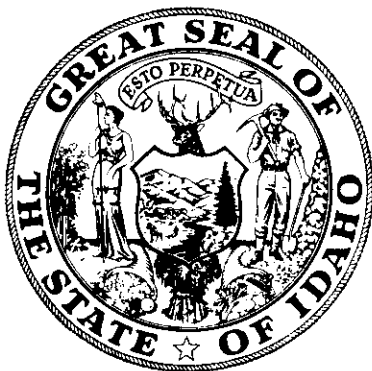
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

PONDEROSA MOTORS III, 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 August 31, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
PONDEROSA MOTORS III, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation is PONDEROSA MOTORS III, INC.

ARTICLE II.

The period of duration of the corporation is perpetual.

ARTICLE III.

The objects and purposes for which the corporation is organized are the transaction of any or all lawful business before which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares of common stock with a par value of \$1,000.00 per share.

ARTICLE V.

The number of directors constituting the initial board of directors of the corporation is eight (8), and 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 duly qualified are as follows:

<u>Name</u>	<u>Address</u>
Les Loy, Sr.	N. 11906 Vista Wood Spokane, Washington 99218
Richard E. Phenneger	West 112 High Drive Spokane, Washington 99203
Les Loy, Jr.	1325 Lunceford, Apt. 2 Coeur d'Alene, Idaho 83814
Deborah Loy Brown	Rt. 5, Box 66A Coeur d'Alene, Idaho 83814
Barbara Graham	N. 8320 Northview Road Spokane, Washington 99203
Mark Loy	503 Best Avenue Coeur d'Alene, Idaho 83814
Richard Robbins	11913 N. Atlantic Spokane, Washington 99218
Ralph Nelson	2002 Kellogg Lane Post Falls, Idaho 83854

ARTICLE VI.

Two-thirds (2/3s) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. Two-thirds (2/3s) of the number of directors fixed by or in the manner provided in the by-laws shall constitute a quorum for the transaction of business at any meeting of the board of directors.

ARTICLE VII.

Section 1. Actions Requiring Unanimous Approval of Shareholders.

The following actions of the shareholders shall require the affirmative unanimous vote of the holders of shares issued, outstanding

and entitled to vote thereon:

- (a) Approval of any one person, firm, organization, or entity to acquire control of two-thirds of the common stock;
- (b) Adoption, amendment, or repeal of either the articles of incorporation or corporate by-laws that affect the right of a minority shareholder to dispose of his shares by sale or dissent.

Section 2. Actions Requiring Three-fourths Approval of Shareholders. The following actions of the shareholders shall require the affirmative vote of the holders of at least three-fourths of the shares issued, outstanding and entitled to vote thereon:

- (a) Approval of any plan or agreement for the merger or consolidation of the corporation into or with one or more other corporation;
- (b) Approval of any sale, lease, exchange, or other disposition of all or substantially all of the assets of the corporation;
- (c) Approval of any amendment of the articles of incorporation;
- (d) Approval of the dissolution of the corporation;
- (e) Change in the number of directors constituting the entire board of directors, or in the method of electing directors, whether effected by amendment to the by-laws or otherwise;
- (f) Removal of any director, for cause or without cause;
- (g) Modification dividend distributions shareholders are entitled to as provided in any stock purchase agreement.

Section 3. Actions Requiring Two-thirds Approval of Shareholders. The following actions of the shareholders shall require the affirmative vote of the holders of at least two-thirds of the shares issued, outstanding and entitled to vote thereon:

- (a) Except as provided in Section 1 of this Article VII, adoption, amendment, or repeal of corporate by-laws.

ARTICLE VIII.

The following actions of the board of directors shall require the affirmative votes of a number of directors constituting at least two-thirds of the entire board of directors:

(a) Adoption of any plan or agreement for the merger or consolidation of the corporation into or with one or more other corporations;

(b) Approval of any sale, lease, exchange, mortgage, pledge, creation of a security interest in or other disposition of all or substantially all of the assets of the corporation;

(c) Adoption, amendment, or repeal of any by-laws regulating the respective powers of the shareholders and the directors, the number of directors, the election, tenure, compensation, and removal of directors and officers, the titles, authorities and duties of executive officers, or the procedure for amending the by-laws;

(d) Change in the number of directors constituting the entire board of directors;

(e) Removal for cause or to the extent permitted by statute and the by-laws without cause, or change in the compensation of any director and any executive officer;

(f) Election of any director to fill a vacancy in the board of directors, including any vacancy resulting from the removal of a director without cause or from an increase in the number of directors constituting the entire board of directors;

(g) Exercise of any option to purchase shares of the corporation of any class, and/or of any right to designate a purchaser or purchasers of any such shares, pursuant to any agreement among the corporation and its shareholders, and pursuant to the provisions of Article VII, Section 1, paragraph (a).

ARTICLE IX.

The address of the initial registered office of the corporation is 2005 Ironwood Parkway, Suite 200, Coeur d'Alene, Idaho 83814, and the name of its initial registered agent at such address is Charles W. Hosack, Smith, McCabe and Hosack.

ARTICLE X.

The name and address of each incorporator is:

Name

Address

Deborah Loy Brown

Rt. 5, Box 66A
Coeur d'Alene, Idaho 83814.

DATED: 8-10-81


DEBORAH LOY BROWN, Incorporator

STATE OF IDAHO)
 : ss.
COUNTY OF KOOTENAI)

I, the undersigned, a notary public, do hereby certify that on this 10 day of Aug, 1981, personally appeared before me, DEBORAH LOY BROWN, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.


Notary Public for Idaho
Residing at:

WRITTEN CONSENT

PONDEROSA MOTORS, INC., an Idaho corporation, hereby gives its written consent, pursuant to Section 30-1-8, Idaho Code, to PONDEROSA MOTORS III, INC., to use such name, even though similar to PONDEROSA MOTORS, INC. This written consent is given to permit the filing of Articles of Incorporation and the issuance of a certificate of incorporation to PONDEROSA MOTORS III, INC.

DATED: August 27, 1981

PONDEROSA MOTORS, INC.

by Deborah Loy Brown Sec

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss.

On this 27 day of August, 1981, before me, the undersigned, a Notary Public in and for said State, personally appeared Deborah Loy Brown known to me to be the Secretary of PONDEROSA MOTORS, INC., the corporation that executed the foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my seal the day and year first hereinabove written.

Paul W. Hosa

Notary Public for Idaho
Residing at: