

# State of Idaho

## Department of State

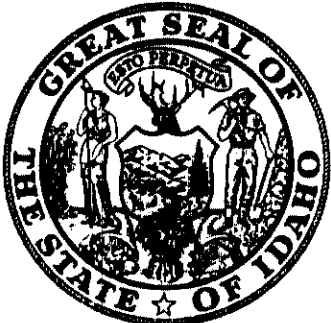
### CERTIFICATE OF INCORPORATION OF

DEWAYNE L. MCKINLEY, 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: April 8, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Mrs. Sipe*

The aggregate number of shares which the corporation shall have authority to issue is 100,000. All such shares shall be of

ARTICLES OF INCORPORATION - 1

one class, known as common stock. All of such shares shall be without par value.

#### ARTICLE V

There shall be no transfer of shares of stock in the said corporation without the unanimous consent of the directors of said corporation.

#### ARTICLE VI

The initial registered office of said corporation is located at 1142 Hwy. 11, Weippe, Idaho 83553, and the initial registered agent of said corporation is DeWayne L. McKinley of 1142 Hwy. 11, Weippe, Idaho 83553.

#### ARTICLE VII

The initial Board of Directors consists of two persons, namely: DeWayne L. McKinley of 1142 Hwy. 11, Weippe, Idaho 83553 and Kathryn L. McKinley of 1142 Hwy. 11, Weippe, Idaho. The initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

#### ARTICLE VIII

The incorporators of the said corporation are: DeWayne L. McKinley and Kathryn L. McKinley of 1142 Hwy. 11, Weippe, Idaho 83553.

#### ARTICLE IX

The personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duties as a director is herewith eliminated, however this

provision shall not eliminate or limit the liability of a director:

a. For any breach of the director's duty of loyalty to the corporation or its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.

c. Any act or omission provided for under Section 30-1-48, Idaho Code.

d. For any transaction from which the director derived an improper personal benefit.

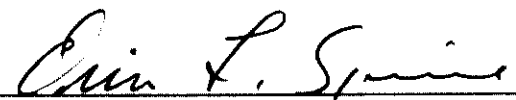
IN WITNESS WHEREOF, we have hereunto set our hands this 29<sup>th</sup> day of MARCH, 1994.

  
DEWAYNE L. MCKINLEY

  
KATHRYN L. MCKINLEY

STATE OF IDAHO                    )  
  ) ss.  
County of Clearwater         )

I, ORIN L. SQUIRE, a notary public, do hereby certify that on this 29<sup>th</sup> day of MARCH, 1994, personally appeared before me Kathryn L. McKinley, who, being by me first duly sworn, declared that she is an initial Director of DEWAYNE L. MCKINLEY, INC., that she signed the foregoing document as a director of the corporation, and that the statements therein contained are true.

  
Notary Public for the  
State of Idaho.  
My commission expires 2/13/98.

STATE OF IDAHO                    )  
                                      ) ss.  
County of Clearwater            )

I, ORIN L. SQUIRE, a notary public, do hereby  
certify that on this 29<sup>th</sup> day of MARCH, 1994,  
personally appeared before me DeWayne L. McKinley, who, being  
by me first duly sworn, declared that he is an initial Director  
of DEWAYNE L. MCKINLEY, INC., that he signed the foregoing  
document as a director of the corporation, and that the  
statements therein contained are true.

*Orin L. Squire*  
Notary Public for the  
State of Idaho.  
My commission expires 2/13/98.