

CERTIFICATE OF INCORPORATION
OF

SILENT PARTNERS, INC.

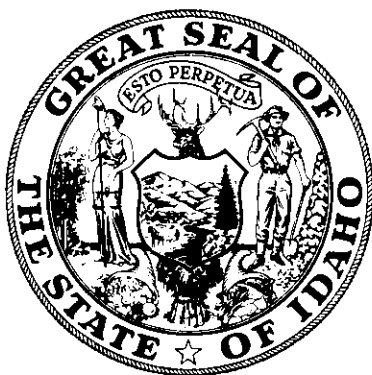
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SILENT PARTNERS, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 23, 1986., 19 ____.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

JAN 16 8 35 AM '86 Silent Partners, Inc.

SECRETARY OF STATE NONPROFIT CORPORATION

We, the undersigned, all residents of the State of Idaho, and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit cooperative association, under and pursuant to Chapter 3, Title 30, Idaho Nonprofit Corporation Act adopted the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Silent Partners, Inc.

ARTICLE II

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes and not for any pecuniary profit. The purpose of the corporation is to aid nonprofit and/or social service organizations and small businesses.

ARTICLE IV

POWERS

The Corporation shall have all the powers granted corporations under the laws of the State of Idaho. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (3) (c) of the Internal Revenue Code of 1954, as amended. The Corporation shall have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, apparent to, growing out of, or connected with the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Idaho upon a nonprofit cooperative association organized under the laws of the State of Idaho and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a mutual person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object or power, or to do any act or thing forbidden by law to a nonprofit cooperative association organized under the laws of the State of Idaho or a tax exempt organization under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE V

MEMBERSHIP

Membership of the Corporation shall be determined by the By Laws. There shall be no capital stock.

ARTICLE VI

DIRECTORS/ ELECTION OF DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors, who shall be considered members of the Corporation. The Board shall consist of no less than the number required by the laws of the State of Idaho. The numbers and qualifications of the Board of Directors shall be set forth in the By Laws. Directors of the Corporation shall be elected in the manner provided by the By Laws.

ARTICLE VII

BY LAWS

Initial By laws shall be determined by an unanimous vote of the incorporators listed herein.

ARTICLE VIII

REGISTERED AGENT/ OFFICE

The name of the initial registered agent of the Corporation and official address of the Corporation office shall be:

Linda L. Fromm
310 North Seventh Street, Coeur d'Alene, Idaho 83814

ARTICLE IX

INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as Directors until the first meeting of the Corporation or until their successors are elected and qualified are:

- a. W. Brown McKai 914 Davidson Avenue, Coeur d'Alene, Idaho
- b. Linda L. Fromm 310 North Seventh Street, Coeur d'Alene, Idaho
- c. Geraldine Willsey 1028 First Street, Coeur d'Alene, Idaho

ARTICLE X

INCORPORATORS

The names and addresses of the three incorporators are:

- a. W. Brown McKai 914 Davidson Avenue, Coeur d'Alene, Idaho
- b. Linda L. Fromm 310 North Seventh Street, Coeur d'Alene, Idaho
- c. Geraldine Willsey 1028 First Street, Coeur d'Alene, Idaho

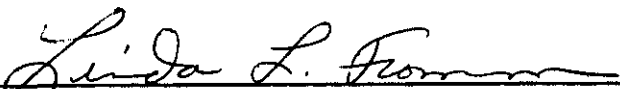
ARTICLE XI

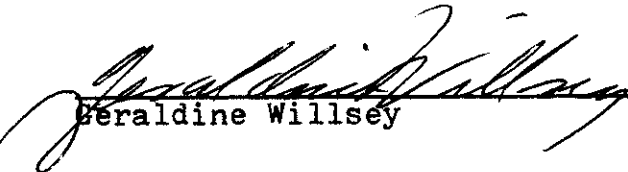
DISTRIBUTION OR DISSOLUTION

In the event of the dissolution of the corporation final liquidation of its assets shall be done in accordance with the laws of the State of Idaho and the intendment of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

In Witness Whereof we have hereunto set our hands,


W. Brown McKai


Linda L. Fromm


Geraldine Willsey

Dated the 31st day of December, 1985.