



CERTIFICATE OF INCORPORATION
OF

BENEWAH FINANCE COMPANY

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: **May 15, 1989**



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
BENEWAH FINANCE COMPANY

I, the undersigned, being a natural person of full legal age, and a citizen of the United States of America, do hereby voluntarily form a private corporation under the laws of the State of Idaho.

I.

The name of the proposed corporation shall be BENEWAH FINANCE COMPANY.

II.

The period of its duration is perpetual.

III.

The location and address of the initial registered office of this corporation shall be 1005 College Avenue, P. O. Box 6, St. Maries, Idaho 83861, and the name of its initial registered agent at such address is Don G. Passow.

IV.

The purpose of the corporation is the transaction of any and all lawful business for which corporations may be incorporated under this act.

V.

The total number of shares of all classes of stock which this corporation has authority to issue is One Hundred Five Thousand (105,000) shares divided into Five Thousand (5,000) shares of cumulative Preferred Stock with a par value of One Hundred Dollars (\$100.00) per share (hereinafter called the "Preferred Stock") and One Hundred Thousand (100,000) shares of Common Stock with a par value of One Dollar (\$1.00) per share (hereinafter called the "Common Stock"), resulting in an aggregate authorized capitalization of Six Hundred Thousand Dollars (\$600,000.00).

The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations thereof:

1. The owners and holders of the Common Stock of the corporation shall be entitled to one vote for each share registered in his name on the books of the corporation on all matters submitted to a vote of the shareholders. The voting rights incident to the ownership of the common stock of this corporation shall be non-cumulative. The owners and holders of the common stock of this corporation shall not have a pre-emptive right to acquire unissued or treasury shares, and the common shares of this corporation shall be non-assessable.

2. The Board of Directors may, except as otherwise provided below, by resolution duly adopted from time to time, classify or reclassify and issue in one or more series any unissued shares of Preferred Stock and may fix or alter in one or more respects,

from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, preference rights, voting rights, redemption rights, conversion rights, and any other rights, restrictions and qualifications of, and the terms of any purchase, retirement, or sinking fund which may be provided for such shares of Preferred Stock, to the extent permitted by the laws of the State of Idaho.

3. The owners and holders of the Preferred Stock of this corporation shall be entitled to cumulative dividends in each year at the rate fixed by the Board of Directors, payable out of the surplus profits of this corporation, in preference and priority to any dividends on the common stock. Dividends, when earned, shall be payable quarterly.

4. In the event of the voluntary or involuntary liquidation, dissolution, or winding up of the affairs of this corporation, the owners and holders of the Preferred Stock shall be entitled to receive One Hundred Dollars (\$100.00) in cash for each share thereof, together with an amount in cash equal to the accrued and unpaid dividends thereon to the date of such payment, before any distribution of the assets of this corporation shall be made to the holders of the Common Stock. If upon such liquidation, dissolution or winding up, the assets of the corporation subject to distribution as aforesaid among the holders of the Preferred Stock are insufficient to permit the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the Preferred Stock.

A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of this corporation of any class shall not be regarded as a "liquidation, dissolution, or winding up of the affairs of the corporation" within the meaning of this paragraph.

VI.

The name and post office address of the incorporator, and the number of shares of common stock which have been initially subscribed hereto are as follows:

NAME	ADDRESS	SHARES
Don G. Passow	P. O. Box 121 Harrison, Idaho 83833	20

VII.

The nominated and elected directors, and the directors of the corporation to serve until the first annual meeting of the shareholders or until successors be elected and qualified, are three (3) in number and listed as follows

Don G. Passow	P. O. Box 121	Harrison	Idaho	83833
Debra J. Passow	P. O. Box 121	Harrison	Idaho	83833
Sherrie L. Reynolds	P. O. Box 553	St. Maries	Idaho	83861

The undersigned, for the purpose of forming a corporation, do make, file, and record this instrument in duplicate original and so certify that the facts and circumstances are true, and has caused these articles of incorporation to be duly executed at St.

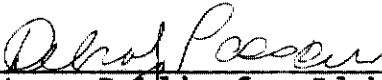
Maries, Idaho this 5th day of May, 1989.


Don G. Passow

STATE OF IDAHO)
) ss.
County of Kootenai)

I, Debra Passow, a Notary Public for the State
and County aforesaid, do hereby certify that on this 5 day of
may, 1989, personally appeared before me, DON G.
PASSOW, known to me to be the person whose name is subscribed to
the within instrument and acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.


Notary Public for Idaho
Residing at: Harrison
Commission Expires: 3-6-93