

**ARTICLES OF INCORPORATION  
OF  
D. AND M. CAMPBELL, INC.**

**FILED**

97 DEC 23 PM 2:01

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned natural person of the age of 18 or more acting as incorporator of a corporation under the Idaho Corporation Act, adopts the following Articles in Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is D. and M. Campbell, Inc., and its duration shall be perpetual.

**ARTICLE II**

The address of the initial registered office of this corporation in the state of Idaho shall be 8335 West Highway 52; Emmett, Idaho 83617 and the name of the initial registered agent at that address shall be Donald G. Campbell.

**ARTICLE III**

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

**ARTICLE IV**

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be one, and the name and address of the person to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

**NAME**

**ADDRESS**

Donald G. Campbell

8335 West Highway 52  
Emmett, Idaho 83617

IDAHO SECRETARY OF STATE

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## ARTICLE V

The aggregate number of shares that this corporation shall have authority to issue shall be fifty thousand (50,000) shares with no par value and non-assessable.

## ARTICLE VI

The only preemptive right to acquire additional or treasury shares of stock of the corporation is as follows: The amount of stock to be sold from time to time and the selling price per share of stock shall be determined by the Board of Directors, based upon the needs of capital and conditions existing from time to time. The stock to be sold from time to time shall be sold in block amounts. The shares of stock in each block to be sold shall each time be divided by the number of shareholders then existing and each shareholder shall have the option to first purchase a proportionate amount of each block of stock so offered, in proportion to the amount of shares which each stockholder held as of the day each block of stock is offered for sale. In the event a stockholder chooses not to purchase the full number of proportionate shares offered to him, then the shares of stock not so purchased may be purchased by any other stockholder that has purchased his full offered portion of that block being sold. In the event there are shares of stock remaining not purchased by an existing stockholder in any block of stock offered for sale, then in the event, the entire remaining shares of unsold stock in a block sale shall be offered to non-shareholders at the price fixed by the directors for all the stock of that particular block sale.

## ARTICLE VII

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent to the corporation, or is or was serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to

comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

#### ARTICLE VIII

The name and address of the incorporator is as follows:

NAME	ADDRESS
Donald G. Campbell	8335 West Highway 52 Emmett, Idaho 83617

IN WITNESS WHEREOF, I have hereunto set my hand this  
18th day of December, 1997

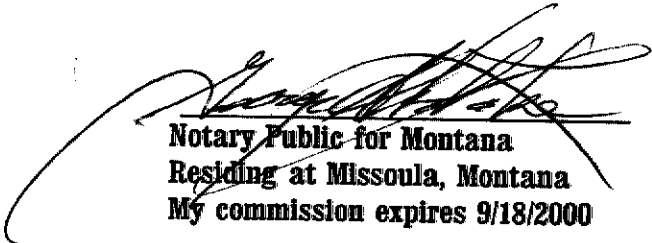
  
Donald G. Campbell

STATE OF MONTANA

County of Missoula

On this 18th day of December, 1997, before me the undersigned a Notary Public in and for said County, personally appeared Donald G. Campbell, known or identified to me to be the acknowledged to me the he executed the same.

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

  
Notary Public for Montana  
Residing at Missoula, Montana  
My commission expires 9/18/2000