

State of Idaho



CERTIFICATE OF INCORPORATION OF

MEADOWLAND, 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 _____
MEADOWLAND, 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: December 15, 1982.

A handwritten signature in black ink that reads "Pete T. Cenarrusa".

SECRETARY OF STATE

by:

A handwritten signature in black ink that reads "Muen F. Artiach".



ARTICLES OF INCORPORATION
OF
MEADOWLAND, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is MEADOWLAND, INC.

ARTICLE TWO. Purposes. The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is P.O. Box 105, City of Clark Fork, County of Bonner, Idaho 83811. The name of the corporation's initial registered agent at such address is Vernon Ruen.

ARTICLE FIVE. Stock. The total authorized number of par value shares of stock is five thousand (5,000) shares. The aggregate par value of the total authorized number of par value shares is Ten Dollars (\$10.00).

ARTICLE SIX. Preemptive rights. Unless otherwise provided in the articles of incorporation;

- (a) No preemptive right shall exist
 - (1) to acquire any shares issued to directors, officers, or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of shareholders; or
 - (2) to acquire any shares sold otherwise than for cash; or
 - (3) to acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.
- (b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive rights.
- (c) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock.
- (d) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

(e) The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the board of directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

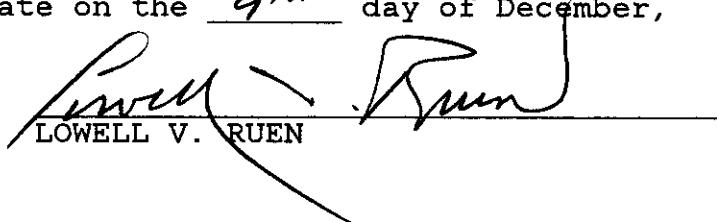
ARTICLE SEVEN. Directors. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualify is:

Lowell V. Ruen
East 729 Boone Avenue
Spokane, WA 99202

ARTICLE EIGHT. Incorporators. The name and address of each incorporator is:

Lowell V. Ruen
East 729 Boone Avenue
Spokane, WA 99202

Executed in duplicate on the 9th day of December, 1982.



LOWELL V. RUEN

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