



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE EVERGREEN ASSOCIATES, LTD.

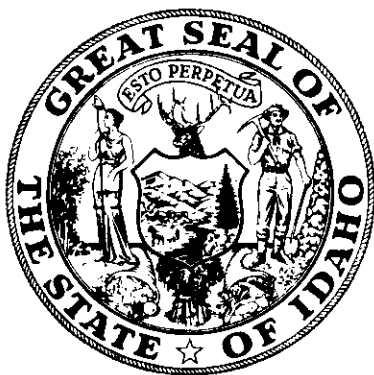
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

THE EVERGREEN ASSOCIATES, LTD.,

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 January 30, 19 30.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
of
THE EVERGREEN ASSOCIATES, LTD.

RECEIVED
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SECRETARY OF STATE
KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, Robert L. Newhart II, for the purpose of forming a corporation under the laws of the State of Idaho, states:

I

The name of the corporation shall be: *The Evergreen Associates, Ltd.*

II

The period of duration for this corporation shall be perpetual.

III

The purpose of the corporation shall be the transaction of evaluation, management and planning consultation services to business and government, and, any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The corporation, through its Board of Directors, shall have the authority to issue two classes of stock: Common Stock and Preferred Stock.

Common Stock: each share of Common Stock entitles the holder to one vote plus the right to dividends when declared by the Board of Directors. The Common Stockholder also has the right to share the assets of the corporation should it be dissolved.

Preferred Stock: each share of Preferred Stock entitles the holder to a certain dividend, to be specified annually by the Board of Directors, before dividends are paid to Common Stockholders. There are NO voting rights for Preferred Stockholders. Dividends due Preferred Stockholders are non-cumulative and cannot be carried over. There is no priority claim to be carried over. Preferred Stockholders are considered non-participating and have no preference at dissolution of the corporation.

There shall be available for issue 2,500 shares of Common Stock at a par value of \$1.00 per share.

There shall be available for issue 2,500 shares of Preferred Stock, in any series or types designated by the Board of Directors, at a par value of \$1.00 per share.

V

The address of the corporation's initial registered office is at:
325 Park Drive, Coeur d' Alene, Idaho, 83814. The name of the corporation's registered agent at such address is: Robert L. Newhart II.

VI

The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

Robert L. Newhart II
325 Park Drive
Coeur d' Alene, Idaho
83814

Joyce A. Newhart
325 Park Drive
Coeur d' Alene, Idaho
83814

VII

The incorporator of this corporation is: Robert L. Newhart II
325 Park Drive
Coeur d' Alene, Idaho
83814

IN WITNESS THEREOF, I, Robert L. Newhart II, being the incorporator hereinabove named, and being over the age of twenty-one (21) years, have hereunto set my hand this 21st day of January 1980.


ROBERT L. NEWHART II

1-21-80
DATE