



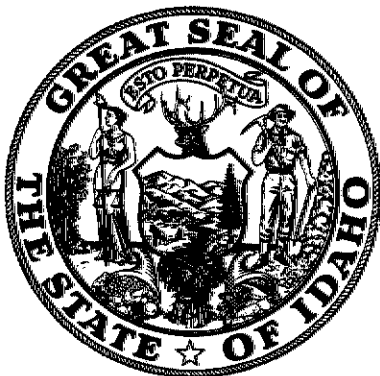
CERTIFICATE OF INCORPORATION
OF

GOLDEN HORN, 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 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: April 7, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Shirley J. Clark*

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

2. The period of its duration is perpetual.

4. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, all of one class, with a par value of \$1.00 per share. All or any part of the shares of the common capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders. When such consideration has been received by the corporation, such shares shall be deemed to be fully paid.

5. No shareholder shall have the right or power to sell his common shares without first offering them to the corporation at a price equal to the bona fide offer price to be received by the selling shareholder. The selling shareholder shall promptly give written notice of the offer to the corporation, providing the name and address of the proposed purchaser, the date of the offer, price and all other terms and conditions. Such notice of proposed

1 sale shall constitute an offer by the selling shareholder to sell
2 his interest in the common shares involved, to the corporation.
3 The corporation shall have the exclusive option, which must be ex-
4 ercised within thirty (30) days, to purchase from the selling share-
5 holder his interest in the common shares involved, at the same
6 price and upon the same terms and conditions listed in the notice
7 of proposed sale delivered to the corporation.

8 If the corporation exercises its option to purchase
9 within the time allowed, it shall make payments to the selling
10 shareholder within 120 days of the date the option is exercised,
11 unless the terms and conditions of the offer provide otherwise. If
12 the corporation does not exercise its option to purchase within the
13 time allowed, the selling shareholder must sell to the party who
14 made the bona fide offer within sixty (60) days of the expiration
15 date of the corporation's option period. The selling shareholder
16 may sell to no one other than the named person who made the bona
17 fide offer, and may not change any terms or conditions of such of-
18 fer. The failure of the selling shareholder to sell within such
19 period of time, shall terminate his right to sell the shares in-
20 volved without first again offering them to the corporation as per
21 the procedure established in the preceding paragraph.

22 Any attempted sale of common shares that is not in
23 compliance with the procedures set forth herein shall be void and
24 of no effect. The corporation shall be an interested party express-
25 ly empowered to enforce a cancellation or nullification of such at-
26 tempted sale. A selling shareholder shall not participate in the
27 decision by the corporation to exercise its option to purchase the
28 common shares involved in the notice of proposed sale, and the num-

1 ber of common shares owned by the selling shareolder shall be ex-
2 cluded in determining the number of votes necessary for the approval
3 of such decision.

4 6. Every holder of the capital stock of the corpora-
5 tion shall be entitled to one (1) vote for each share of capital
6 stock standing in his name on the books of the corporation. At
7 each election for directors, every holder of the capital stock of
8 the corporation shall have the right to vote, in person or by proxy,
9 the number of shares owned by him for as many persons as there may
10 be directors to be elected and for whose election he has a right to
11 vote or to cumulate his votes by giving one (1) candidate as many
12 votes as the number of such directors, multiplied by the number of
13 his shares shall equal, or by the distributing of such votes on
14 the same principle among any number of such candidates.

15 7. Thirty-five percent (35%) of the outstanding
16 shares of the corporation entitled to vote, represented in person
17 or by proxy, shall constitute a quorum at a meeting of shareholders.

18 8. The address of the corporation's initial register-
19 ed office is 134 North State Street, Grangeville, Idaho, 83530, and is
20 situated in the County of Idaho.

21 9. The name of the corporation's initial registered
22 agent at such registered office is William B. Taylor, Jr.

23 10. The number of directors constituting the initial
24 board of directors shall be one (1), and the name and address of
25 the person who is to serve as director until the first annual meet-
26 ing of shareholders or until his successors be elected and qualif-
27 ied are:

28 William B. Taylor, Jr., 302 North Meadow Street, Grange-
ville, Idaho, 83530.

1 11. The name and address of the incorporator are:
2 William B. Taylor, Jr., 302 North Meadow Street, Grange-
3 ville, Idaho, 83530.

4 DATED: March 31, 1987.

5 
6 Incorporator

7 STATE OF IDAHO

8 County of Idaho -- ss.

9 On this 31st day of March, 1987, before me, a
10 Notary Public in and for such state, personally appeared WILLIAM
11 B. TAYLOR, JR. , known to me to be the individual described
12 in and who executed the within and foregoing instrument, and ack-
13 nowledged that he signed the same as his free and voluntary act and
14 deed, for the uses and purposes therein mentioned.

15 (SEAL)



16 Notary Public for Idaho, residing at Grangeville.

17 My commission expires on Life, 19 .