

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

NORTHWEST TRANSMISSION, 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: September 16, 1987



*Pete T. Cenarrusa*  
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SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

RECORDED  
SEC. OF STATE

OF

87 SEP 15 8 58 NORTHWEST TRANSMISSION, INC.

We, the undersigned, all citizens of the United States of America, of legal age and subscribed to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under the laws of the State of Idaho, hereby adopt the following ARTICLES OF INCORPORATION.

I.

The name of the proposed corporation shall is NORTHWEST TRANSMISSION, INC.

II.

The general nature of this business is: the servicing of trucks and automobiles, as well as any and all legitimate business.

III.

The duration of this corporation shall be perpetual.

IV.

The location and post office address of the registered office of this corporation in the State of Idaho is: W. 3540 Elk Dr., Post Falls, Id. 83854. The registered agent and his address shall be: Tim Missamore, W. 3540 Elk Dr., Post Falls, Id. 83854.

V.

The total number of par value shares authorized is FOUR HUNDRED THOUSAND (400,000) shares of non-assessable, voting common stock having a par value of EIGHT DOLLARS (\$8.00) per share. The aggregate par value of the total authorized number of par value shares is THREE MILLION TWO HUNDRED THOUSAND DOLLARS (\$3,200,000.00). The company is permitted to purchase its own stock.

ARTICLES OF INCORPORATION FOR

NORTHWEST TRANSMISSION, INC.

VI.

The holders of shares of any class of the corporation's stock shall have the first right, during a reasonable time to be fixed by the Board of Directors, to purchase shares of the same class authorized for sale by the corporation in proportion to their respective holdings of shares of such class at a price to be fixed by the Board of Directors.

VII.

The names and post office address of the incorporators and the number of shares and class of shares for which each subscribes is as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
TIM MISSAMORE North 390 Spokane Road Post Falls, ID 83854	25,000
ELWOOD MISSAMORE North 390 Spokane Road Post Falls, ID 83854	25,000

VIII.

The following provisions are adopted for the purpose of further defining, limiting, regulating the business of the corporation, its directors and stockholders:

(a) The directors may from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books (other than the stock ledger) of the corporation shall be open for the inspection of the stockholders, and no stockholder shall have any right to such inspection, except as such right is conferred by statute or expressly authorized by resolution of the Board of Directors of the corporation.

(b) Both stockholders and directors shall have power, if the by-laws provide, to hold their meetings within or without the

State of Idaho, to have one or more offices in addition to the principal office at Post Falls, Idaho, and to keep the books of the corporation (subject to statutory provisions) outside the State of Idaho at such places as they may from time to time designate.

(c) The Board of Directors is expressly authorized, without the consent of the stockholders, to make, alter, amend or rescind the by-laws of the corporation; provided, however, that it is not empowered to alter, amend, or rescind relative to the number of directors of this corporation, their qualification, the method and manner of voting for their selection, the terms of their office or their compensation, and it shall not abrogate the stockholders' rights to exclusive control in these matters.

(d) Additional powers may be conferred upon the Board of Directors of the corporation from time to time by its by-laws or by vote of a majority of the stockholders at a regular or special meeting called for that purpose, and any powers so given may be revoked in the same manner, except insofar as they may have been exercised before revocation.

(e) Directors and officers of the corporation need not be residents of the State of Idaho nor shareholders of the corporation.

(f) TIM MISSAMORE and ELWOOD MISSAMORE shall serve as interim directors.

IN WITNESS WHEREOF, we, all being the incorporators above-named, have hereunto set our hands and seals this 1 day of SEPTEMBER, 1987.

Tim Missamore  
TIM MISSAMORE

Elwood Missamore  
ELWOOD MISSAMORE

STATE OF IDAHO            )  
                                  )ss  
County of Kootenai        )

On the 15<sup>th</sup> day of September, 1987, before the undersigned Notary Public for the State of Idaho, personally appeared TIM MISSAMORE and ELWOOD MISSAMORE known to me to be the persons whose names are subscribed to the foregoing instrument and they acknowledged to me that they executed the same as their free and voluntary deeds for the purposes therein set forth.

Barbara Beecher-Kara  
NOTARY PUBLIC FOR IDAHO  
Residing at: Hayden Lake  
Comm. expires: 8/1/91

