

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

GOLD RIVER INC.

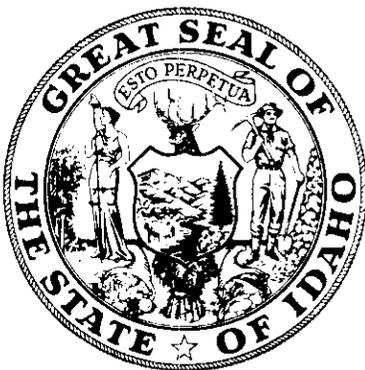
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GOLD RIVER 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: **January 7, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

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OF

940 STATE OF

GOLD RIVER INC.

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

ARTICLE I

The name of the corporation is GOLD RIVER INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares. The shares shall be without par value. The shares shall not be divided into classes. There shall be no restrictions on the issuance of stock rights or stock options.

Each outstanding share shall be entitled to one vote and to the extent permitted by law, there shall be no right to vote cumulatively at the election for directors.

ARTICLE V

Shareholders shall not have the preemptive rights to acquire any of the 100,000 authorized but unissued shares of the corporation.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are as more fully set forth in the Bylaws.

ARTICLE VII

The address of the initial registered office of the corporation is Rt. 1 Box 1113, New Plymouth, Idaho 83655 and the name of its initial registered agent at such address is Kenneth E. Redenius.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is two (2) persons. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

ORVAL G. PACK
President and Vice Pres.

3676 Clacton Way
Boise, Idaho 83712

KENNETH E. REDENIUS
Secretary and Treas.

Rt. 1 Box 1113
New Plymouth, Idaho 83655

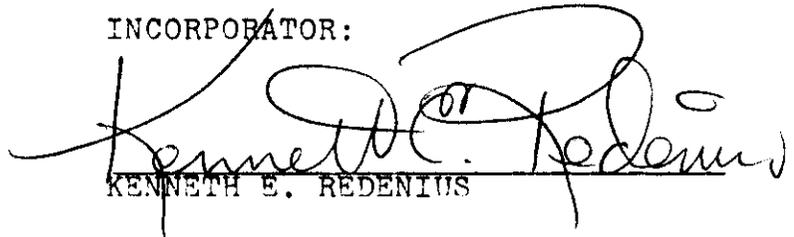
The number of directors, the increase or decrease in number and the qualifications thereof are as more fully set forth in the Bylaws.

ARTICLE IX

The name and address of the incorporator is KENNETH E. REDENIUS, Rt. 1 Box 1113, New Plymouth, Idaho 83655.

DATED this 7th day of January, 1985

INCORPORATOR:


KENNETH E. REDENIUS

STATE OF IDAHO)
) SS.
county of ~~Ada~~ Payette)

On this 7th day of January, 1985, before me, the undersigned, a Notary Public in and for the State of Idaho, Personally appeared KENNETH E. REDENIUS, known to me to be the person whose name is subscribed to the within ARTICLES OF INCORPORATION and acknowledged to me that 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 Idaho
Residing at: New Plymouth