

FILED

ARTICLES OF INCORPORATION

DEC 5 8 38 AM '97

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned incorporator, for the purpose of forming a corporation under the Idaho Business Corporation Act of the State of Idaho hereby certifies:

**First.** The name of the corporation is GarWest Corporation.

**Second.** The period of duration shall be perpetual.

**Third.** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Idaho Business Corporation Act, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Idaho Professional Corporation Act.

**Fourth.** The name and complete business address of the Corporation's initial registered office and resident agent for service of process in Idaho are:

Garet Garrett  
1777 Gekeler Lane  
Boise, ID 83706

**Fifth.** The Corporation is authorized to issue 50,000 shares of No Par Value Common Stock.

**Sixth.** No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, for breach of the director's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith of law, or for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior too such amendment.

**Seventh.** The Board of Directors shall have the power to adopt, amend or repeal the by-laws of the Corporation.

**Eighth.** The number of directors of the Board of Directors shall be 3. The directors of the initial Board of Directors shall serve until either the first annual meeting of the shareholders or until their successors be elected and qualify. The initial directors of the Corporation are:

IDAHO SECRETARY OF STATE

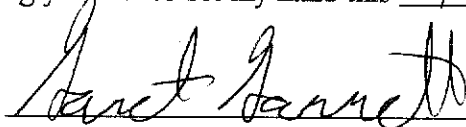
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Garet Garrett  
1777 Gekeler Lane  
Boise, ID 83706

Linda Garrett  
1777 Gekeler Lane  
Boise, ID 83706

I, **THE UNDERSIGNED**, residing at 1777 Gekeler Lane Boise, ID 83706 for the purpose of forming a corporation under the Idaho Business Corporation Act make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 4<sup>TH</sup> day of DEC, 1997.



**Incorporator**