



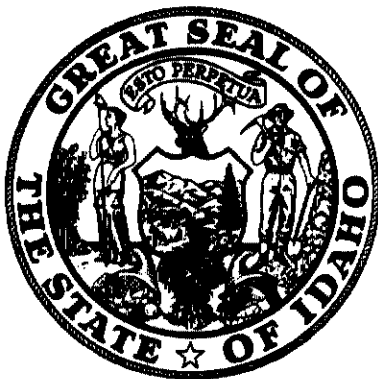
**CERTIFICATE OF INCORPORATION
OF**

MISSION CREEK CO., 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: August 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth Kalala

PETER B. WILSON
ATTORNEY AT LAW
P.O. BOX 749
BONNERS FERRY, IDAHO
83805-0749
TELEPHONE: 267-3127

AUG 30 2 33 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MISSION CREEK CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of the corporation is MISSION CREEK CO., INC.

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this

corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as a factor, agent, procurer, or otherwise for or on behalf of another.

To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

To carry on a general excavating, earth-moving, tractor and contracting business, and to that end to lease, charter, own, manufacture, acquire, deal in, advertise, and dispose of cranes, bulldozers, tractors, trucks, rigging, automobiles and other vehicles, and kindred appliances and equipment.

ARTICLES - 2

To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be

deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the street address of the registered office of the corporation in the State of Idaho is 205 West Kootenai Street, Bonners Ferry, Idaho 83805, and the name of the registered agent is Peter B. Wilson, at the above address.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is 50,000.

The stock shall be non-assessable, and divided into 50,000 shares with a par value of \$1.00 per share. The aggregate par value of the total authorized number of par value shares is \$50,000.00.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of two (2) directors, unless all of the shares of the corporation are owned beneficially and of record by either one or two shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except

that the power to repeal and amend the By-laws and adopt new
By-laws is hereby conferred upon the Board of Directors.

VIII.

I N C O R P O R A T O R S

The Incorporators and temporary Directors of this corpora-
tion, together with the number of shares subscribed for by each,
are as follows:

NAME	ADDRESS	CLASS	SUBSCRIPTION
Lonny R. Willoughby	5713 231st Ave.N.E. Redmond, WA 98053	Common	1
Sandra A. Willoughby	5713 231st Ave.N.E. Redmond, WA 98053	Common	1

DATED this 5th day of August, 1991.

Lonny R. Willoughby
LONNY R. WILLOUGHBY
Sandra A. Willoughby
SANDRA A. WILLOUGHBY

STATE OF Washington) ss
County of King)

On this 5 day of August, 1991, before me, the
undersigned Notary Public, personally appeared **LONNY R.
WILLOUGHBY and SANDRA A. WILLOUGHBY**, known or identified to me to
be the persons whose names are subscribed to the within
instrument and acknowledged to me that they executed the same.

Beverly Blystone
Notary Public for State of Washington
Residing at Redmond Washington
Commission Expires: 5-10-95