



CERTIFICATE OF INCORPORATION
OF

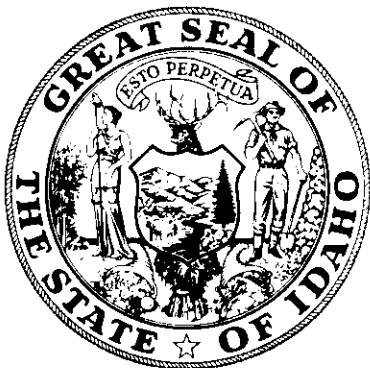
McLEOD INTERIORS, INC.

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 _____
McLEOD INTERIORS, 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: May 20, 1982.



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
McLEOD INTERIORS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned,

DENNIS DEAN McLEOD
FRED W. GABOURIE, JR.
DONALD DUANE HOUSER

all of whom are of legal age and citizens of the United States, have this date associated ourselves and do hereby and by these Articles of Incorporation, unite and associate ourselves for the purpose of forming a corporation under the laws of the State of Idaho and we hereby acknowledge, enter into and adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

McLEOD INTERIORS, INC.

ARTICLE II

The period of duration of this Corporation shall be perpetual.

ARTICLE III

R-O-115 Anton - Coeur d'Alene
The location of the registered office of the Corporation in the State of Idaho shall be P.O. ^{mailing} Box #246, Coeur d'Alene, Idaho, 83814. The registered agent at the registered office of this Corporation is DENNIS DEAN McLEOD.

ARTICLE IV

The purposes and objects of the Corporation are as follows:

The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE V

The total capital stock of this Corporation is FIFTY THOUSAND DOLLARS (\$50,000.00), consisting of ONE THOUSAND SHARES (1,000) of common stock of the par value of FIFTY DOLLARS (\$50.00) per share and there shall be only one class of shares of this Corporation.

ARTICLE VI

The Corporation shall constitute and be a body incorporated under the laws of the State of Idaho, with the rights, privileges, powers and immunities which now are or may hereafter be secured by law to corporations, and shall be subject to all the obligations and liabilities imposed by law upon corporations.

The Corporation shall have the following additional powers:

- (1) To do and act in all things as a natural person;
- (2) To issue common stock with full and equal voting rights, and other classes of stock with such other rights, privileges, conditions, restrictions and limitations as may be determined by resolution of the stockholders as provided by law;
- (3) To acquire and hold patents, trademarks and tradenames;
- (4) To acquire and assume all or any part of a business including assets and liabilities that may be a part thereof, of an individual, partnership, trust, corporation or other business association as any of the purposes and objects hereinbefore set forth in Article IV may require, and to pay for the same in cash or property, stock, bonds or other securities of the corporation;

- (5) To guarantee the obligations of individuals, partnerships, trusts and other corporations or business associations and to offer any of its assets as security to guarantee such obligations whether or not in furtherance of the objects, purposes, business or other activities of the corporation or for its benefit;
- (6) To impose, under its By-Laws, reasonable and lawful restraints upon the alienation of its capital stock;
- (7) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects hereinbefore set forth in Article IV, or which shall at any time appear to be conducive or expedient for the protection or benefit of the corporation.

ARTICLE VII

The business and affairs of the corporation shall be managed by a Board of Directors of one or more directors, the number of such directors shall be fixed as provided by the By-Laws of the corporation; the names, together with the respective street or mailing addresses of the initial directors of the corporation, who shall serve until their successors are elected and qualified in the manner to be provided by the By-Laws of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS DEAN McLEOD	115 Anton, #3 Coeur d'Alene, Idaho 83814
DONALD DUANE HOUSER	P.O.Box 246 Coeur d'Alene, Idaho 83814
FRED W. GABOURIE, JR.	P.O. Box 1468, Coeur d'Alene, Id.

ARTICLE VIII

The principal officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and the names, together with the respective street or mailing addresses of the persons who shall serve in such offices until their successors are elected and qualified in the manner to provided by the By-Laws of the Corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
DENNIS DEAN McLEOD	President	115 Anton, #3 Coeur d'Alene, Id. 83814
DONALD DUANE HOUSER	Vice President	P.O. Box 246 Coeur d'Alene, Id. 83814
PAMELA COLTON	Secretary/ Treasurer	P.O. Box 246 Coeur d'Alene, Id. 83814

ARTICLE IX

Preemptive right of existing stockholders:

- A. If the corporation, through its stockholders, authorizes the issue, by sale or exchange, of its capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.
- B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.
- C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.
- D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:
 - (i) The total amount of stock to be issued;
 - (ii) The price per share of the stock to be issued, and

- (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.
- E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.
- F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE X

Restriction on the alienation of stock:

- A. Except as otherwise provided, a stockholder who desires to sell or transfer his share of stock must first offer them for sale to the corporation, it being the intention hereof to give it a preference in the purchase of them, and any attempted sale in violation of this section is null and void.
- B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell the named purchaser on the same terms of sale.
- C. If the corporation accepts the offer of sale as to part or all of the offered shares, it shall be entitled to purchase as many shares as it shall have accepted, and the stockholder shall be at liberty to sell the remaining shares to the named purchaser upon the same terms of sale.
- D. In no event shall a stockholder transfer less than all of his stock to any transferee, except as permitted by the corporation.

E. Notwithstanding the foregoing provisions of this paragraph, any Limited Stockholder may:

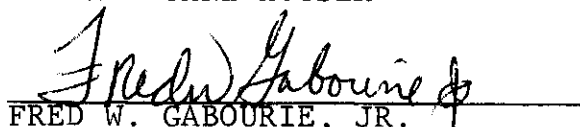
- (i) Transfer or dispose of his interest herein by Will or intestacy to a member of his immediate family.
- (ii) Transfer or dispose of his interest herein by gift to a member of his immediate family or trustee for said family member.

For purposes of this paragraph, immediate family is defined as spouse, child, parent, sibling or in-law.

IN WITNESS WHEREOF, the parties hereto have executed these presents this 5th day of May, 1982.


DENNIS DEAN MCLEOD



DONALD DUANE HOUSER


FRED W. GABOURIE, JR.

STATE OF IDAHO)
) ss
County of Kootenai)

On this 5th day of May, 1982, before me, the undersigned Notary Public, personally appeared DENNIS DEAN McLEOD, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

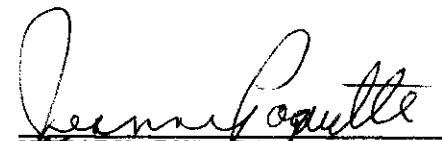
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: Cheyenne, Wyo.
My bond expires: Sept 1985

STATE OF IDAHO)
County of Kootenai) ss

On this 5th day of May, 1982., before me, the undersigned Notary Public, personally appeared DONALD DUANE HOUSER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at: Cheyenne, Wyo.
My bond expires: Sept 1985

STATE OF IDAHO)
County of Kootenai) ss.

On this 5th day of May, 1982, before me, the undersigned Notary Public, personally appeared FRED W. GABOURIE, JR., known to me to be the person whose name is subscribed to the forgoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at: Coey, Idaho
My Bond Expires: 1/2/85