

CERTIFICATE OF INCORPORATION
OF

THE BEAR PAW CORPORATION

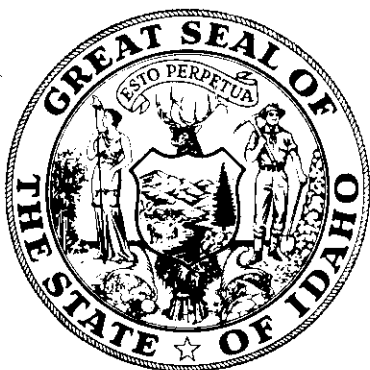
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE BEAR PAW 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: June 14, 1982.



SECRETARY OF STATE

by: 

ARTICLES OF INCORPORATION

OF

THE BEAR PAW CORPORATION

JUN 14 1 45 PM '02
SECRETARY OF STATE

David P. Boswell, acting as incorporator for the purpose of forming a corporation under the provisions of the Idaho Business Corporation Act, hereby adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be THE BEAR PAW CORPORATION.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The purposes for which the corporation is organized are as follows:

1. To own and operate a business consisting of a tavern and one or more gasoline pumps.

2. To engage in and transact any or all other 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 shall be fifty thousand (50,000) shares. Such shares shall consist of one class of common

stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V.

The shareholders shall not have any preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

ARTICLE VI.

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws. In futherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors of the corporation is specifically authorized to adopt, alter, amend or repeal the By-Laws of the corporation, subject to the power of the shareholders of the corporation to repeal or change such By-Laws.

ARTICLE VII.

The address of the initial registered office of the corporation is Route 5, Priest River, Idaho 83856. The name of the initial registered agent of the corporation at such address is David P. Boswell.

ARTICLE VIII.

The number of directors constituting the initial Board of Directors of the corporation shall be three (3). The names and addresses of the persons who are to serve as directors

until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David P. Boswell	Route 5 Priest River, Idaho 83856
Bertha Cook	Route 5 Priest River, Idaho 83856
Gerald D. Cook	Route 5 Priest River, Idaho 83856

ARTICLE IX.

The name and address of the incorporator of the corporation is David P. Boswell, Route 5, Priest River, Idaho 83856.

IN WITNESS WHEREOF, the incorporator hereinabove named has hereunto set his hand in duplicate this 4th day of June, 1982.

David P. Boswell
David P. Boswell, Incorporator

STATE OF Idaho)
COUNTY OF Bonner) ss.

On this 4th day of June, 1982, before me, a Notary Public, in and for the State of Idaho, duly commissioned and sworn, personally appeared DAVID P. BOSWELL, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes thereon mentioned.

WITNESS, my hand and official seal.

Deborah S. Nischenko
Notary Public in and for the State
of Idaho, residing at Priest River
5:45 p.m.