

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

VENTURES NORTHWEST, 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 5, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

FOR

VENTURES NORTHWEST, INC.

AUG 5 4 30 PM '87
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we hereby certify that:

FIRST

That the name of this corporation shall be VENTURES NORTHWEST, INC.

SECOND

This corporation is a common stock corporation.

THIRD

The period of duration for VENTURES NORTHWEST, INC., shall be perpetual.

FOURTH

The purposes and objects for which this corporation is formed are for any lawful purpose.

FIFTH

That the location and post office address of the initial registered office of this corporation in the State of Idaho, and its initial registered agent shall be as follows:

Kenneth L. Benoit
1023 Glen Haven Drive
Boise, Idaho 83705

SIXTH

That the capital stock of this corporation shall consist of 1000 shares of common stock, having a par value of One Dollar

(\$1.00) per share and an aggregate par value of \$1000.00; each of the shares shall be non-assessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist of one class only, that being common stock; that each share of stock shall be entitled to one vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall in all respects be equal to every other share.

Capital stock shall be transferred only in accordance with such rules and regulations as are established by the by-laws of corporation, and all restrictions relative to the transfer of shares of stock of the corporation shall be noted on the stock certificate issued by the corporation.

SEVENTH

That the name and post office address of each of the incorporators, and the number of shares of the capital stock of this corporation described in the preceeding paragraph, subscribed to each, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Cynthia C. Benoit	1023 Glen Haven Drive Boise, Idaho 83705	250
Kenneth L. Benoit	1023 Glen Haven Drive Boise, Idaho 83705	250
Edward W. Jenkins, Jr.	2216 Division Boise, Idaho 83706	250
Jennifer Jenkins	2216 Division Boise, Idaho 83706	250

EIGHTH

That the right and power to adopt, repeal, alter, rescind, and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the Board of Directors of this corporation as provided by Title 30 of the Idaho Code.

NINTH

That there shall be members of the initial Board of Directors whose names are as follows:

Kenneth L. Benoit
Edward W. Jenkins, Jr.

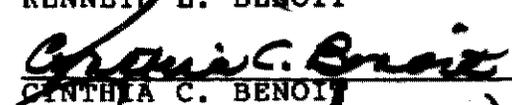
At or anytime after the first regular meeting of the members, the members may increase at any regular or special meeting by a majority of the members providing a quorum is present.

TENTH

Amendment to these articles shall require a simple majority of the outstanding stock, except where expressly provided otherwise.

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of August, 1987.


KENNETH L. BENOIT


CYNTHIA C. BENOIT


EDWARD W. JENKINS, JR.


JENNIFER JENKINS