



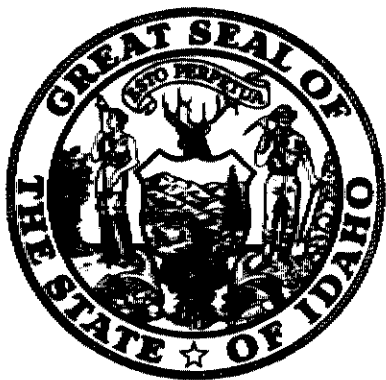
**CERTIFICATE OF INCORPORATION
OF**

NORTHWEST INTERNATIONAL TRUST, 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: October 29, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Muehler*

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THE ARTICLES OF INCORPORATION
OF
NORTHWEST INTERNATIONAL TRUST, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is *Northwest International Trust, Inc.*

ARTICLE TWO. Purposes. The corporation is formed for the following purposes:

1. To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust, certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest, or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any securities by original subscription, under-writing, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to

promote, manage, participate in, and act as agent for any underwriting, purchasing, or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

2. To engage in the business of the accumulation and lending of money, by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various borrowers upon such personal security or security of personal property as may be agreed upon between the corporation and borrowers, and by re-lending in like manner the funds arising from such loans when paid; but the corporation shall not have banking or discounting privileges.

3. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

4. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

5. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified by statute and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a

statement of both purposes and powers shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered Office and Registered Agent. The address of the corporation is— 2241 Miller Way State of
Post Falls 83854
Idaho. The name of the corporation's registered agent at such address is: William Bichel

ARTICLE FIVE. Stock. The total authorized number of shares is 1,000; such shares shall be without par value.

ARTICLE SIX. Preemptive Rights. Unless otherwise determined by the Board of Directors, any increase in common stock herein provided shall be offered pro rata to the common stockholders in relation to their then present holdings.

ARTICLE SEVEN. Directors. The number of directors constituting the initial board of directors is three and names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Edwin Joe Ingalls	W. 2800 7th St. Spokane Wn. 99201
Dorothy Michel	11823 E. 33rd St. Spokane Wn. 99206

Eugene M. Michel

11823 E. 33rd St
Spokane Wn. 99206

Incorporators. The name and address of each incorporator is:

Edwin Joe Incalls

Edwin Joe Incalls

W. 2804 7th #17
Spokane Wn. 99201

Eugene Michel

Eugene Michel

11823 E. 33rd St.
Spokane Wn. 99206

Executed in duplicate on this 22nd day of August 1987

Eugene Michel