



CERTIFICATE OF DISSOLUTION
OF

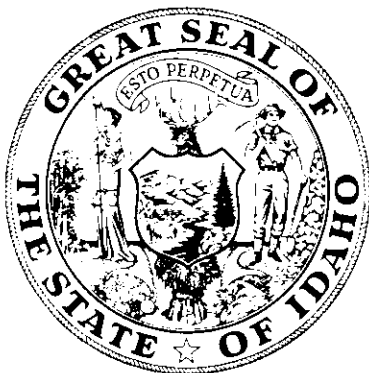
NIDCO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Dissolution of NIDCO, INC.

duly signed and verified 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
Dissolution, and attach hereto a duplicate original of the Articles of Dissolution.

Dated July 2, 19 84



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF DISSOLUTION

OF

NIDCO, INC.

In compliance with the requirements of Section 30-1-92 of the Idaho Code, the undersigned corporation, desiring to dissolve, does hereby certify that:

1. The name of the corporation is NIDCO, INC.

2. The location of its registered office in this State is:
Ralph V. Hughes, 1000 Washington Avenue, St. Maries, ID 83843.

3. The names and addresses of the officers of the corporation are:

President - Ralph V. Hughes, 1000 Washington St., St. Maries, Idaho 83861;

Vice President - Bill L. Craner, 1402 Jefferson Avenue, St. Maries, Idaho 83861;

Secretary/Treasurer - Cope R. Gale, P. O. Box 8818, Moscow, Idaho 83843.

4. The names and address of the Directors of the corporation are:

Ralph V. Hughes, 1000 Washington Street, St. Maries, ID 83861
Bill L. Craner, 1402 Jefferson Ave., St. Maries, ID 83861
Cope R. Gale, P. O. Box 8818, Moscow, ID 83843
J. Paul Hughes, 1940 Jefferson Ave., St. Maries, ID 83861

5. All debts, obligations and liabilities of the corporation have been paid and discharged.

6. All remaining property and assets of the corporation have been distributed among its shareholders, in accordance with their respective rights and interests.

7. There are no actions pending against the corporation in any court.

8. The notices required by Section 30-1-87 of the Idaho Code have been given.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 27 day of June, 1984.

NIDCO, INC.,

BY:

Ralph V. Hughes
Ralph V. Hughes, President

ATTEST:-

Cope R. Gale
Cope R. Gale, Secretary

(CORPORATE SEAL)

STATE OF IDAHO)
Latah) ss.
Benewah County)

I, Ray E. Mosman, a notary public, do hereby certify that on this 27 day of June, 1984, personally appeared before me RALPH V. HUGHES, who, being by me first duly sworn, declared that he is the President of NIDCO, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(SEAL)

Ray E. Mosman
NOTARY PUBLIC FOR IDAHO

Residing at St. Maries, Idaho Moscow
My Commission Expires: _____

CERTIFIED COPY OF RESOLUTIONS

NIDCO, INC.

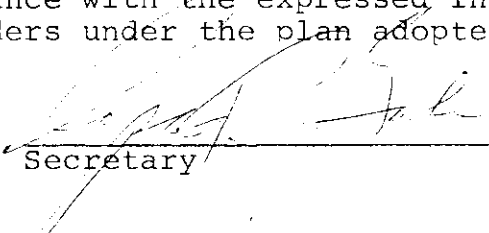
I hereby certify that the following Resolutions were unanimously adopted at a Special Meeting of the Shareholders of NIDCO, INC., held on the 1st day of November, 1978:

"RESOLVED, that the Corporation hereby adopts a plan of complete liquidation pursuant to and in accordance with Sections 337 and 331 of the Internal Revenue Code of 1954, as amended; and be it

FURTHER, RESOLVED: That in accordance with such plan of complete liquidation the officers, directors and corporate counsel are hereby authorized and directed to see that the following steps are undertaken:

1. That within thirty (30) days after the date of the meeting at which the shareholders adopt the plan of liquidation, counsel for the Corporation shall file Form 966 with the District Director of Internal Revenue, Boise, Idaho, together with a certified copy of this resolution;
2. That after the plan of liquidation is adopted the corporation make a cash distribution to its shareholders in partial liquidation in the amount of \$40,000.00, such distribution to be made not later than December 31, 1978;
3. That the Corporation shall proceed as far as possible to collect all accounts receivable and to settle any claims against it;
4. That the Corporation sell the property known as the St. Maries Hotel for the sum of \$42,500.00;
5. That the Corporation shall make no distribution of assets other than those set forth in Item 2 to its shareholders prior to April 1, 1979;

6. That thereafter, as soon as practicable, the Corporation, by its duly authorized officers and directors, shall distribute all assets, subject to any unpaid liabilities, to the shareholders in redemption and cancellation of all the outstanding capital stock of the Corporation, using their discretion as to how the assets and liabilities will be apportioned among the shareholders, but in no event shall they distribute to any shareholder net assets of a lesser value than is due him on a pro rata basis;
7. That the proper officers and corporation counsel shall file all other forms and documents required by the Secretary of State, Boise, Idaho, and the Federal Government, including tax returns, as soon as possible after distribution of the Corporation.
8. That specific authorization is given to Pat Ross, accountant for the Corporation, to prepare, sign and forward to the Commissioner of Internal Revenue after the final tax return has been filed for the Corporation, a request for prompt assessment of all federal taxes due from the Corporation;
9. That the officers and directors of the Corporation are empowered, authorized and directed to carry out the provisions of this resolution and to adopt any further resolutions that may be necessary in liquidating and dissolving the Corporation in accordance with the expressed intent of the shareholders under the plan adopted."


Secretary