



CERTIFICATE OF INCORPORATION
OF

ELMFALLS, INC.

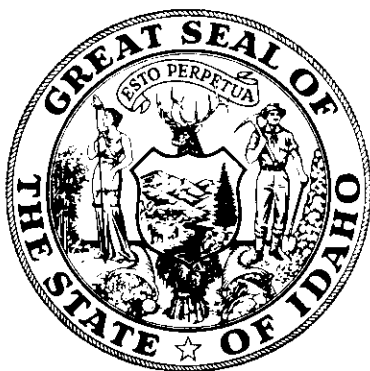
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ELMFALLS, 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: June 10, 1982.



SECRETARY OF STATE

by:

RECEIVED

ARTICLES OF INCORPORATION

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OF

ELMFALLS, INC.

SECRETARY OF
STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ELMFALLS, INC.

SECOND: The period of its duration shall be perpetual.

THIRD: The purposes for which the corporation is organized are to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 150,000 shares of common stock at no par value.

FIFTH: Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

SIXTH: If at any time the holders of a majority or more of the shares of the corporation shall enter into an

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agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement, and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement; provided, however, that a copy of such agreement be filed in the principal office of the corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.


SEVENTH: The address of the initial registered office of the corporation is 3232 Mountain View Drive, P.O. Box 4817, Boise, Idaho 83704. The name of the initial registered agent at such address is Lorin E. Peterson, Jr.

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

Evelyn B. Peterson
3232 Mountain View Drive
P.O. Box 4817
Boise, Idaho 83704

NINTH: The name and address of the incorporator is:
Lorin E. Peterson, Jr., 3232 Mountain View Drive, P.O. Box
4817, Boise, Idaho 83704.

DATED this 10th day of June, 1982.


Lorin E. Peterson, Jr.

STATE OF IDAHO)
)
) ss.
County of Ada)

The undersigned, a notary public, do hereby certify that on this 10 day of June, 1982, personally appeared before me, LORIN E. PETERSON, JR., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Winters
Notary Public for Idaho
Residing at Boise, Idaho