



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

ROBERGE & CARLSON JOINT VENTURE, INC.

was filed in the office of the Secretary of State on November 1st, 1977

and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at Post Falls in the county of Kootenai

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.

Done at Boise City, The Capital of Idaho, this 1st day of November, A.D., 1977

Pete T. Cenarrusa

Secretary of State.

Corporation Clerk

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SECRETARY OF
ARTICLES OF STATE INCORPORATION
OF
ROBERGE & CARLSON JOINT VENTURE, INC.

We, the undersigned, being four natural persons of full age, all of whom are citizens of the United States, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation is ROBERGE & CARLSON JOINT VENTURE, INC.

ARTICLE II

PURPOSES

The purposes of the corporation are:

1. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct perform, make, borrow guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character,

real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest or in indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

2. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

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, arrangement 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 and/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 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 no way 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 expresses, 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 III

DURATION

The duration of this corporation is PERPETUAL.

ARTICLE IV

LOCATION

The location and post office address of the registered office of the corporation in the State of Idaho, is:

P.O. Box 396
Post Falls, Idaho 83854

ARTICLE V

STOCK

The total authorized number of par value shares of stock is not more than 25,000. The aggregate par value of the total authorized number of par value shares is TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00). The total authorized number of shares without par value is none.

The stock of the corporation is divided into 25,000 shares of common stock, at a par value of \$1.00 per share. The shares of stock of the corporation shall not be subject to assessment.

ARTICLE VI

INCORPORATORS

The name and post office address of each of the incorporators is as follows:

<u>NAME</u>	<u>Post Office Address</u>	<u>Shares Subscribed</u>
A. J. Roberge	Rt. # 3 Box 564 Post Falls, Id. 83854	1
Paulette Roberge	Rt. # 3 Box 564 Post Falls, Id. 83854	1
Cynthia A. Carlson	716 Gilbert Coeur d'Alene, Id. 83814	1
William C. Carlson	716 Gilbert Coeur d'Alene, Id. 83814	1

WE, THE UNDERSIGNED, being each one of the original incorporators for the purposes of forming a corporation is not for profit to do business within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and we respectively agree to become members of such corporation, and accordingly have hereunto set our hands and seals this _____ day of October, 1977.

NAMEADDRESSA. J. RobergeRT ³ Box 564 Post FallsWilliam C Carlson716 Gilbert Coeur d'AleneCynthia A. Carlson716 Gilbert CDAPaulette RobergeRT. 3 Box 564 Post Falls

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 18th day of October, 1977, before me, a Notary Public,
in and for said State, personally appeared A.J. ROBERGE,
PAULETTE ROBERGE, WILLIAM C. CARLSON and CYNTHIA A. CARLSON,
known to me to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal the day and year first above written in this Certificate.

Thomas M. Quinn
Notary Public for State of Idaho,
Residing Coeur d'Alene.
My commission expires: Aug.