



Department of State.

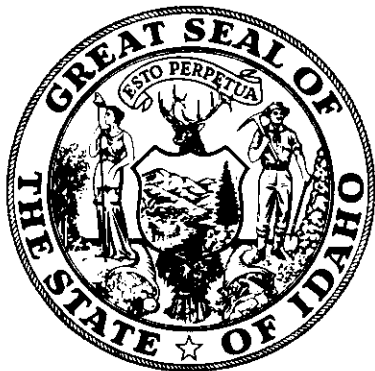
**CERTIFICATE OF INCORPORATION
OF**

PRODUCTION MANAGEMENT ASSOCIATES, 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 _____
PRODUCTION MANAGEMENT ASSOCIATES, 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 March 3rd, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

SECRETARY OF STATE

PRODUCTION MANAGEMENT ASSOCIATES, Inc.

KNOW ALL MEN BY THESE PRESENTS:

That we, Edward L. Magden, Charles McDowell and Lamont D. Jack of Boise, being bona fide residents of the State of Idaho do hereby form a corporation and, in conformity with the laws of the State of Idaho, hereby unite and associate together and form a body corporation, and do hereby make, sign and acknowledge the following Articles of Incorporation.

I

That the nature of the business, and the objects and purposes to be transacted, promoted and carried on by this corporation shall be, and are, to do any and all things hereinafter mentioned, as fully and to the same extent and purposes as natural persons might or could do, within the State of Idaho, or in any political subdivision thereof, or elsewhere, as provided in these Articles, as the business of the corporation, to wit:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal and use the same as committed by law.
- (d) To acquire, or purchase, the good will, property rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or in part, and pay for the same in cash, stock or bonds of the corporation or otherwise.
- (e) To join, merge, or consolidate with, and to enter into agreements and cooperative relations not in contravention of the law with any persons, firms, associations or corporations, government, municipal or otherwise, in and about the carrying out of the purposes of this corporation.
- (f) Subject to law, to purchase or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of its shares.
- (g) Subject to the provisions of law, to purchase or otherwise acquire, hold and reissue shares of its capital stock.
- (h) To purchase, hold, pledge, transfer, sell or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interest or other income on any such securities held by it, and do any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures,

notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities, to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations, and securities of any government, authority or company; to form promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving building leases, or building agreements, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others. To carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaries, contractors, brokers, and commission merchants and any incidental business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

- (i) In the purchase and acquisition of property, business, rights, or franchises, or for additional working capital, or for any other object in or about its business or affairs, and limited therein only as hereinafter provided, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.
- (j) To conduct its business in any of the states, territories or possessions of the United States, and in foreign countries, and to have one or more offices, and to keep the books of the corporation outside of the State of Idaho except as may otherwise be provided by law.
- (k) In furtherance, but not in limitation of the general powers conferred by the laws of the State of Idaho and by the principles of common law, upon corporations organized under the provisions of the law authorizing the formation of this corporation, and of the powers and purposes hereinabove stated, this corporation shall also have the following powers, it being expressly provided that the enumeration of specified powers shall not be construed to limit or restrict in any manner the aforesaid powers of the corporation.
 - 1. To acquire, use and operate, equipment, materials and supplies, and maintain all facilities necessary to effect the purposes and objects for which this corporation is organized, insofar as the same may be necessary, required, convenient and proper for the business to be engaged in by the corporation.

2. To buy, sell, trade, manufacture, deal in and deal with goods, wares, merchandise, and all services of every kind and description, and to carry on such business as wholesalers, retailers, importers, and exporters, and to have any and all powers above set forth, as fully as natural persons, whether as principals, agents, brokers, trustees, or otherwise.
3. To acquire by purchase, lease or otherwise and to own, operate, maintain and manage warehouses, store buildings, offices and buildings of other types that may be necessary or convenient to the general business activities of this corporation.
4. To own, lease, or otherwise acquire and hold real property of every kind and description for the development and sale thereof, or for investment purposes.
5. To own, lease, manage, operate or otherwise control commercial locations, garages, repair shops, warehouses, and all other types of buildings, or properties that may be necessary or convenient to the purposes of the corporation, as permitted by law.
6. In furtherance of corporate powers, to engage in general transportation enterprises either as a common or contract carrier for the transportation of freight.
7. To enter into contracts of every kind and description with any government agency in furtherance of the purposes of this corporation.
8. To acquire from any sovereign state or authority, supreme or local, or otherwise, any concessions, grants, franchises, decrees, rights, or privileges whatsoever, which may seem to the corporation capable of being turned to account and to work, develop, carry out, exercise, and turn to account the same.
9. To purchase, improve and develop, hold and enjoy real estate in fee simple, upon ground lease or rent, and to lease mortgage and to sell the same in such terms as to the time and manner of payments as may be agreed upon.
10. To create, purchase, hold and sell trade marks, trade names, patent rights or inventions and designs and copyrights, and books, photographs, pictures and publications, with the rights to issue licenses for the same and receive pay therefor.
11. To enter into any kind of contract or agreement, cooperative or profit-sharing plan, with any of its officers or employees that the corporation may deem advantageous or expedient, or otherwise to reward or pay such persons for their services, as the directors may deem appropriate.
12. To enter into, with its officers, agents and employees, profit-sharing plans, pension plans, pension trusts, stock bonus plans, and other incentive plans for directors, officers and employees.
13. To have and exercise all of the powers of a limited or general partner, or a joint venture, in association with one or more persons, corporations, partnerships or association with one or more person, corporations, partnerships or associations.

14. To lend money and negotiate and make loans, either on its own account or as agent or broker for others, for the purpose of carrying out the objects and purposes of this corporation.
15. To apply for, receive, purchase, or otherwise acquire patents, patent rights, copyrights, trade marks, registration of trade name, licenses and franchises.
16. To obtain and enter into agency and special sales contracts and other agreements for the accomplishment of the general purposes and objects of this corporation.
17. To lend money to its employees other than its officers and directors, and otherwise assist its employees, officers and directors.
18. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act, in any state, territory, district or possession of the United States, or in any foreign country.
19. To buy, own, sell and exchange real estate, and to make such improvements as shall be deemed advisable for the betterment of the land or for placing the same in a more suitable condition for selling, and to conduct a general real estate business.
20. To have and exercise all lawful powers necessary to effect any or all of the purposes for which the corporation is organized.

II

The total number of shares of stock which the corporation shall have authority to issue is one thousand.
Voting at \$500.00 par value.

(a) The authorized capital and the authorized capital stock stated in this Article may, from time to time, be changed by amendment by these Articles of Incorporation, in the manner provided by law. In amending these Articles of Incorporation, the Board of Directors, acting pursuant to the by-laws of this corporation, shall proceed with such amendment and obtain authority therefore in this manner provided by law.

(b) The authorized stock, in the manner herein provided, may be increased or decreased in the number and par value of shares, new classes of stock may be provided for, and changes in the resignations, preferences, limitations and relative rights of the shares of classes of stock may be made, all in the manner provided by law.

(c) The holders of the outstanding shares of a class of stock authorized by these Articles to be issued shall be entitled to vote as a class upon any amendment hereafter proposed, whether or not entitled to vote hereon by the provisions of the Articles of Incorporation, if such amendment would come within the situations and conditions mentioned in the Corporate Laws of the State of Idaho.

(d) The preemptive rights of holders of common stock to acquire unissued or treasury shares of stock in this corporation are hereby preserved without limitation.

III

The location of the principal place of business of this corporation shall be Castle Creek, Oriana, Idaho. Such other locations of business may, from time to time, be established either in the State of Idaho or elsewhere, as provided in these Articles, as the directors and stockholders of the corporation may direct.

IV

The highest amount of indebtedness or liability to which this corporation at any time may be subject is limited to the sum of \$500,000.00.

V

The corporation shall be authorized to commence and engage in business upon a minimum capital of \$200,000

VI

The management of this corporation is hereby vested in a Board of Directors, which shall consist of three persons, all of whom shall be stockholders of this corporation, except that if at any time there are not three(3) stock holders of legal age, then this requirement shall be of no force and effect.

VII

The names and post office address of the individuals who shall constitute the first Board of Directors of this corporation, and who shall manage and control the affairs and business of said corporation until their respective successors are elected and qualified, are:

Edward L. Magden, 4141 Nez Perce #124, Boise, Idaho 83705
Charles McDowell, 901½ N. 29th, Boise, Idaho
Lamont D. Jack, 3014 McKinney, Boise, Idaho 83704

The names and addresses of the persons forming this corporation are as follows: Same as above

IX

The registered agent of this corporation is Lamont D. Jack
3014 McKinney, Boise, Idaho 83704 and this corporation's initial registered office is 3014 McKinney, Boise, Idaho 83704

X

The first organized meeting of the stockholders of this corporation shall be called within the State of Idaho by any two of the stockholders named in these Articles of Incorporation upon not less than thirty (30) days notice to each of said incorporators; provided, however, that a written waiver of notice of time and place of such meeting may be signed by all the incorporators herein named in lieu of such notice.

XI

The regular annual and special meetings of the stockholders shall be held at such time and places and upon such notices as the by-laws of the corporation may provide in conformity with general law.

XII

The Board of Directors shall have the power and authority to adopt a code of by-laws of this corporation, and may, from time to time, amend, alter or repeal the same, or any articles or provisions therein contained, and such by-laws, when so adopted, shall be in full force and effect as the by-laws of this corporation, and binding upon its stockholders; and unless such stockholders entitled to vote shall, at any regular such meeting, or at any special meeting called for this purpose, amend, alter or repeal such by-laws or any articles or provisions therein contained, by the affirmative vote of a majority of the shares of capital stock of this corporation then issued and outstanding, shall remain in force; and any alternation, amendment, repeal, or adoption of by-laws by the stockholders shall not be subject to subsequent amendment, alteration or repeal by the Board of Directors.

XIII

The Directors may, by resolution, appoint members of the Board as an executive committee to manage the business of the corporation during the interim between meetings of the Board.

WITNESS the hands and seals of the parties hereby this 3RD day of MARCH 1980

[Signature]
[Signature]
Charles McDowell

STATE OF Idaho)
County of ADA) ss.

THIS IS TO CERTIFY that on this 3 day of MARCH 1980, before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn as such, personally appeared EDWARD L. MAGDEN, CHARLES McDOWELL, LAMONT D. JACK, known to me and to me known to be the individuals named in and who executed the foregoing Articles of Incorporation, and they severally acknowledged to me that they signed and sealed the same freely and voluntarily for the uses and purposes therein stated.

WITNESS my hand and notarial seal the day and year in this Certificate first above written.

[Signature]
 Notary Public in and for Idaho
 My commission expires 6/14/83