



CERTIFICATE OF INCORPORATION
OF

THE COOPER COMPANY

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: September 20, 1999



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

ARTICLES OF INCORPORATION
OF
THE COOPER COMPANY

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THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is "The Cooper Company".

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 1,000, with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares.

SIXTH

This corporation is formed and shall act under and

pursuant to Subchapter "S" of the Internal Revenue Code of the United States.

SEVENTH

The location of the initial registered office of the corporation is Main and Boise Streets, Emmett, Idaho, and the name of its initial registered agent is Dale Cooper.

EIGHTH

The number of Directors constituting the initial Board of Directors is one, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

NAME

ADDRESS

Dale Cooper

Main and Boise Streets
Emmett, ID 83617

NINTH

The names and addresses of the incorporators are as follows:

NAME

ADDRESS

Dale Cooper

Main and Boise Streets
Emmett, ID 83617

TENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of stock of the corporation shall not be subect to assessment for the purpose of paying expenses, conducting business or paying debts of

the corporation.

ELEVENTH

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation, and to adopt new Bylaws, and the corporation reserves the right to amend, endorse, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a three-fourths vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we have hereunto set our hands this 15TH day of Sept, 1989.


Dale Cooper

STATE OF IDAHO

County of Gem

ss.

On this 15th day of September, 1989, before me, a Notary Public in and for said State, personally appeared Dale Cooper, 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 affixed my official seal, the day and year in this certificate first above written.

Barbara J. Lawne
NOTARY PUBLIC FOR IDAHO
RESIDING AT EMMETT
MY COMMISSION EXPIRES 5-20-92