

**ARTICLES OF INCORPORATION
OF
CLEARWATER EQUIPMENT, INC.**

FILED
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CLERK OF DISTRICT COURT
STATE OF IDAHO

The undersigned, acting as an incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

I. NAME.

The name of this Corporation is CLEARWATER EQUIPMENT, INC.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS.

A. **Purposes.** The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

B. **Powers.** This corporation shall have all the powers specified in the Idaho Business Corporation Act.

IV. STOCK CLAUSES.

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) common shares, no par value. The Corporation shall not have the authority to issue shares in series.

V. REGISTERED OFFICE AND REGISTERED AGENT.

The address and post office box of the registered office of this corporation are 400 Bell Drive, Ketchum, Idaho 83340, and P. O. Box 597, Sun Valley, Idaho 83363. The name of the initial registered agent of this corporation at that address is EDGAR L. SINNOTT, JR.

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VI. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of one (1) member. The name and address of the person who is to serve as director until a successor is elected and qualified are as follows:

NAME

EDGAR L. SINNOTT, JR.

ADDRESS

P. O. Box 579
Sun Valley, Idaho 83340

VII. INCORPORATOR.

The name and address of the incorporator of this Corporation is Edgar L. Sinnott, Jr., P. O. Box 579, Sun Valley, Idaho 83340.

VIII. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. **Bylaws.** The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. **Shareholder Liability.** A shareholder shall not be liable to the Corporation or its creditors with regard to the shares in the Corporation except to pay the consideration for which the shares were authorized to be issued. A shareholder shall not be personally liable for the acts or debts of the Corporation except as may be provided for in Idaho Code Section 30-1-622.

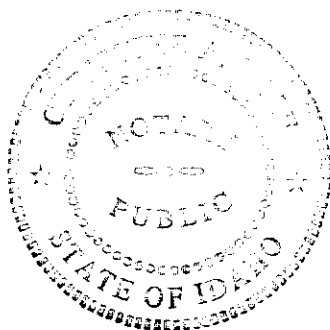
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation this 21st day of January, 1998.



By: EDGAR L. SINNOTT, JR.
Its: Incorporator

STATE OF IDAHO)
 ss.
County of Blaine)

On this 21st day of January, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared EDGAR L. SINNOTT, JR., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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




Notary Public for Idaho
Residing at Blaine County
Commission expires 6-6-99