

State of Idaho

Department of State

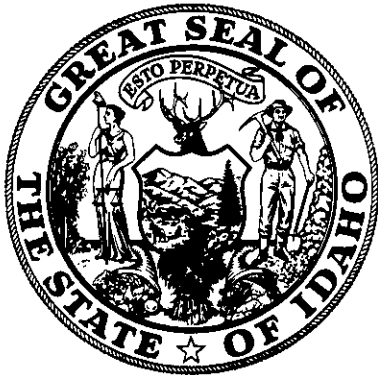
CERTIFICATE OF INCORPORATION OF

TRIBAL MANAGEMENT SERVICES, 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 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: *February 5, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

of

TRIBAL MANAGEMENT SERVICES, INC.

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We, the undersigned, adult natural residents of the State of Idaho for the purpose of forming a corporation under the laws of the State of Idaho, make and subscribe the following Articles of Incorporation:

ARTICLE I.

Name The name of the corporation shall be TRIBAL MANAGEMENT SERVICES, INC.

ARTICLE II.

Period of Duration The period of existence of the corporation shall be perpetual.

ARTICLE III.

Place of Business The principal place of business of the corporation shall be Coeur d'Alene, Idaho.

ARTICLE IV.

Address of Registered Agent and Office The registered office of the corporation is 3602 Highland Drive, Coeur d'Alene, Idaho 83814
Registered Agent - Kenneth W. Tandy, 3602 Highland Drive, Coeur d'Alene, Idaho 83814.

ARTICLE V.

Purposes This corporation is organized for the purpose of transacting, within and without the State of Idaho, any business not prohibited by law.

ARTICLE VI.

Powers The corporation shall have and exercise all those general powers enumerated in TITLE 30-1-4 IDAHO BUSINESS CORPORATION ACT.

ARTICLE VII.

Capital Contribution The corporation shall not commence business until consideration of the value of at least One Thousand Dollars has been received for the issuance of its shares.

ARTICLE VIII.

Pre-emptive Rights The pre-emptive right of the corporation's shareholders to acquire additional or treasury shares of the corporation shall be neither limited nor denied.

ARTICLE IX.

Limitation on Transfer of Shares No shareholder of the corporation shall during his lifetime transfer, encumber or dispose of all or any portion of his stock interest in the corporation, except that if a shareholder should desire to dispose of any of his stock in the corporation during his lifetime, he shall first offer in writing to sell all of his stock to the corporation at a price equal to the then

book value of such shares of stock. Any shares not purchased by the corporation within 30 days after receipt of such offer in writing shall be offered at the same price to the other shareholders, each of whom shall have the right to purchase such portion of the remaining stock offered for sale as the number of shares owned by him at such date shall bear to the total number of shares owned by all the other shareholders, excluding the selling shareholders; provided, however, that if any shareholder does not purchase his full proportionate share of the stock, the balance of the stock may be purchased by the other shareholders equally. If the stock is not purchased by the corporation or the remaining shareholders within 60 days of the receipt of the offer, the shareholders desiring to sell his stock may sell it to any other person, but shall not sell it without giving the corporation and the remaining shareholders the right to purchase such remaining stock at a price and on the terms offered to such other person.

ARTICLE X.

Internal Affairs The internal affairs of the corporation shall be regulated in accordance with by-laws adopted by a majority of the shareholders.

ARTICLE XI.

Number and Type of Shares Authorized The aggregate number of shares which the corporation is authorized to issue is Ten Thousand, all of which shall be common voting stock having neither par nor stated value.

ARTICLE XII.

Directors The number of directors constituting the initial Board

of Directors of the corporation is three; the names and address of the persons who are to serve as directors are duly elected and shall qualify are:

Kenneth W. Tandy, 3602 Highland Drive, Coeur d'Alene, Idaho 83814

Beth A. Tandy, 3602 Highland Drive, Coeur d'Alene, Idaho 83814

T. A. Burris, 1103 Sherman Avenue, Coeur d'Alene, Idaho 83814

ARTICLE XIII.

Names and Addresses of Incorporators The names and address of the incorporators all of whom are at least 19 years of age are:

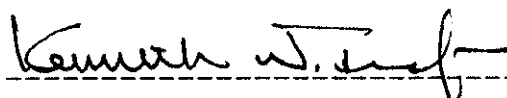
None of the incorporators is a non-resident alien or a corporation whose place of incorporation is outside the United States.

Kenneth W. Tandy, 3602 Highland Drive, Coeur d'Alene, Idaho 83814

Beth A. Tandy, 3602 Highland Drive, Coeur d'Alene, Idaho 83814

T. A. Burris, 1103 Sherman Avenue, Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, we, the incorporators have hereunto set our hands in duplicate this 31st day of January, 1986.



Kenneth W. Tandy



Beth A. Tandy



T. A. Burris

STATE OF IDAHO)
COUNTY OF KOOTENAI)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Idaho, duly commissioned and sworn, Personally appeared

KENNETH W. TANDY, BERTH A. TANDY AND T. A. BARRIS

-----, to me known to be the identical individuals mentioned in and who executed the within and foregoing Articles of Incorporation, and they acknowledged to me that they signed the same freely and voluntarily for the uses and purposes therein set forth.

WITNESS my hand and seal this 3RD day of FEBRUARY
1986.

[Signature] Notary

Public

My Commission Expires: Life