



CERTIFICATE OF INCORPORATION
OF

H & S PROPERTIES, INC.

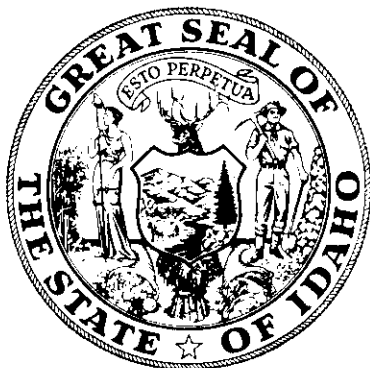
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

H & S PROPERTIES, 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 2, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

WILSON & WALTER
ATTORNEYS AT LAW
P. O. BOX 749
BONNERS FERRY, IDAHO
83805
TELEPHONE: 267-3127

ARTICLES OF INCORPORATION
OF
H & S PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1-1 et seq., as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth, and declare as follows:

I.

N A M E

The name of this corporation is H & S PROPERTIES, INC.

II.

P U R P O S E

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform any enterprise, act, or vocation that a natural person might or could do or perform;

To buy, sell, exchange, and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and

the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the address of the registered office of the corporation in the State of Idaho is 406 West Bonner, Bonners Ferry, Idaho, 83805, and the name of the registered agent is William L. Hiatt.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is 1,500. The stock shall be non-assessable, and divided into 1,500 shares with a par value of \$100.00 per share. The aggregate par value of the total authorized number of par value shares is \$150,000.00.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

D I R E C T O R S

The corporate powers of this corporation shall be vested in a Board of Four (4) directors, to be elected as provided in the By-laws of this corporation. To be a director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors. The names and addresses of the persons who are to serve as directors are:

William L. Hiatt	406 West Bonner P. O. Box 883 Bonners Ferry, Idaho 83805
Linda G. Hiatt	406 West Bonner P. O. Box 883 Bonners Ferry, Idaho 83805
Ralph J. Suprenant	Star Route 2 Bonners Ferry, Idaho 83805
Dorothy L. Suprenant	Star Route 2 Bonners Ferry, Idaho

VIII.

I N C O R P O R A T O R S

The Incorporators of this corporation, together with

the number of shares subscribed for by each, are as follows:

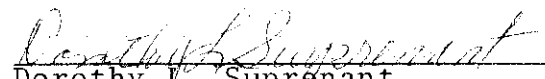
<u>NAME</u>	<u>ADDRESS</u>	<u>CLASS</u>	<u>SUBSCRIPTION</u>
William L. Hiatt	406 W. Bonner P.O. Box 883 Bonners Ferry, Idaho 83805	Common	One
Linda G. Hiatt	406 W. Bonner P.O. Box 883 Bonners Ferry, Idaho 83805	Common	One
Ralph J. Suprenant	St. Rt. 2 Bonners Ferry, Idaho 83805	Common	One
Dorothy L. Suprenant	St. Rt. 2 Bonners Ferry, Idaho 83805	Common	One

DATED this 25th day of February, 1983.


William L. Hiatt


Linda G. Hiatt


Ralph J. Suprenant


Dorothy L. Suprenant