

100218

State of Idaho

Department of State

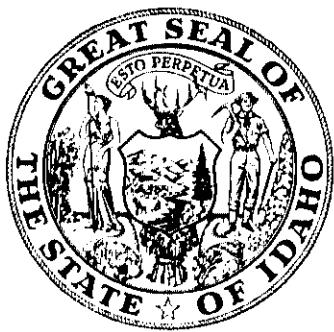
CERTIFICATE OF INCORPORATION OF

WESTRIDGE LEASING CORPORATION

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: November 25, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry D. Wines*

ARTICLES OF INCORPORATION
OF
WESTRIDGE LEASING CORPORATION

KNOW ALL MEN BY THESE PRESENTS that M. J. FRIEDLEY being over the age of 18 years, and for the purposes of forming a corporation under the IDAHO Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be WESTRIDGE LEASING CORPORATION, and its existence shall be perpetual.

ARTICLE II.

The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business activities for which corporations may be incorporated under the IDAHO Business Corporation Act, as amended, under the provisions of which the Corporation is incorporated.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of IDAHO, it is expressly provided that this Corporation shall also have the following powers:

a. To engage in the business of leasing equipment, automotive, and rolling stock of any kind, nature and description, and to finance the same, and to act as a broker or agent for any leasing company for any such lease; and any other business venture agreed to by unanimous consent of the Directors.

b. To acquire, by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

c. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes and other securities and obligations of this Corporation.

d. To borrow money and give security therefor.

e. To enter into, make, perform and carry out contracts of every kind of any lawful purposes pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

f. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property rights.

g. To do any and all of the things in this Article set forth to the same extent as a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Business Corporation Act of the State of IDAHO, or any amendment thereto or substitute therefor, may not at any time lawfully carry on or do.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by the Corporation.

ARTICLE IV.

Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE V.

1. The location and post office address of the registered office of the Corporation in this state shall be 128 Westwood Dr. Post Falls, Idaho 83854

2. The registered agent of the Corporation shall be M.J. Friedley whose address is 128 Westwood Dr. Post Falls, Idaho 83854

ARTICLE VI.

1. The aggregate number of shares which the Corporation shall have authority to issue is fifty thousand (50,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. The Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

4. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

ARTICLE VII.

1. The number of Directors of the Corporation shall be fixed as provided by the By-Laws and may be changed from time to time by amending the By-Laws, as therein provided, but the number of Directors shall be not less than one (1) nor more than three (3).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of IDAHO, the Board of Directors is expressly authorized to make, alter, and repeal the By-Laws of the Corporation, subject to the power of the shareholders of the Corporation to change or repeal such By-Laws.

3. The Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its Directors, officers and shareholders and with the corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those such adverse interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the Corporation, (but not in the case of shareholders who are not directors or officers), the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any corporation, association, firm or entity, shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the shareholders of the Corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of the Corporation.

5. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock, or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers, or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise.

6. The first Directors of this Corporation shall be two (2) in number. Their names and post office addresses are as follows:

M.J. Friedley	128 Westwood Dr. Post Falls, Idaho 83854
JANET L. FRIELEY	128 Westwjjod Dr. Post Falls, Idaho 83854

7. The term of the first Directors shall be until the first annual meeting of the shareholders of the Corporation or until their replacements are elected and qualified.

ARTICLE VIII.

The name and post office address of the incorporator is as follows: M.J. FRIELEY
128 Westwood Dr.
Post Falls, Idaho 83854

IN WITNESS WHEREOF, the incorporator hereinabove named has
set his hand this 10 day of November, 1992.



CONSENT TO SERVE AS REGISTERED AGENT

I, M.J. FRIEDELEY, hereby conenant to serve as Registered agent for
the corporation, it will be my responsibility to receive service
of process in the name of the corporation, to forward all mail to
the corporation: and to immediately notify the office of the Secretary
of State in the event of my resignation, or any change in the reg-
istered agent or office address of the corporation for which I am agent.

DATED THIS 10 DAY OF November 1992.

