



CERTIFICATE OF INCORPORATION
OF

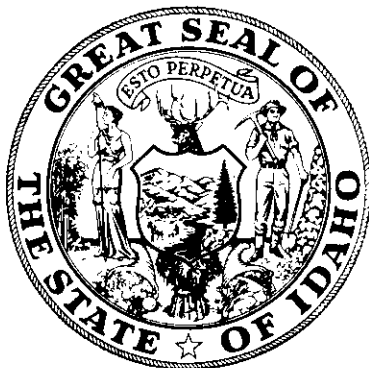
DARNALL, INC.

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 _____
DARNALL, 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: January 11th, 1982



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DARNALL, INC.

KNOW ALL MEN BY THESE PRESENT, that I the undersigned, being a natural person of full age and a citizen of the United States, do this day voluntarily associate myself for the purpose of forming a corporation under the general laws of the State of Idaho, and for that purpose do hereby make and subscribe in triplicate the following Articles of Incorporation of

ARTICLE I.

The name of this corporation shall be DARNALL, INC.

ARTICLE II.

The principal office of this corporation is to be: Route 1, Box 126, Sandpoint, Idaho, 83864. The initial registered agent is John C. Darnall, Route 1, Box 126, Sandpoint, Idaho, 83864.

ARTICLE III.

The nature of the business and the purposes for which it is formed are:

PURPOSES:

1. To provide engineering consulting services by contract to any person. To acquire by purchase or lease or otherwise, land and interest in land and their increments thereon and to own, hold, improve, develop, and manage any real estate so acquired, and to erect of cause to be erected on any land owned, held, or occupied, by the corporation or held or occupied by general or limited partners with whom this corporation may be a general or limited partner, buildings or other structures with their pertinences and to rebuild,

inlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to mortgage, sell, lease, rent, or otherwise dispose of any lands or interests in lands and in buildings or structures, and any stores, shops, suites, rooms, and in buildings or other structures at any time, owned or held by the corporation and to engage in any form of manufacturing of raw materials, assembling of parts manufactured from raw materials whether they be wood, plastic, or foreign from any natural resource or compound of same, and to engage in the related wholesale, retail and transportation of said goods if it is suitable to the purposes or may seem conducive to any of the objects of the corporation.

2. To buy or otherwise acquire real estate and to subdivide, plot, and sell the same; and generally to buy, sell, and deal in real and personal property of every kind in description in such matters and upon such terms as the Board of Directors may determine; to act as trustee and in every kind of fiduciary capacity, and generally, to do all things necessary or convenient which are incident to or connected with the general business above mentioned which a natural person might or could do.

3. To conduct a general brokerage, agency, and commission business for others in the purchase, sale, and management of real estate for others, and in the negotiation of loans thereon; to purchase and sell for others personal property of all kinds and nature and to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidences of value to secure them, and the collections of rents and the payment of taxes.

4. To enter into and preform contracts of every kind with any persons or entities including public corporations and the government of the United States of any state, city, or municipal corporation or county government, or any other quasi governmental agency to act as a general partner or a limited partner in any business or undertaking in which the corporation may be indulged; and the right to enter into exclusive contracts with exclusive sale, purchase, or distribution of any property, both personal and real.

5. To own, hold, construct, maintain, improve roads, manage and work mills, crushing works, smelting works, concentrate works, electrical works, and any other plans, works or conveniences, including oil and gas pipelines, oil refineries and reduction works which may seem conducive to any of the objects of the corporation;

6. To apply for, obtain, register, lease, purchase or otherwise acquire and to hold, use, own, operate, and to sell, assign, license, grant or otherwise dispose of any trademarks, trade names, licenses, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States or elsewhere;
7. To enter into and perform contracts of every kind with any persons or entities, including public corporations and the government of the United States or any state, including the right to enter into exclusive contracts for the exclusive distribution of the corporation's products;
8. To purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, mortgage, pledge or otherwise dispose of in any manner and to exercise all rights of individual natural persons with respect to: (1) bonds, mortgages, debentures, notes, obligations, contracts and evidences of indebtedness of and claims, demands and choses in action against individuals or entities, public, private or governmental; and (2) shares of stock of voting trust certificates for shares of the capital stock of any other corporation or corporations, domestic or foreign, or of any other firm, association or joint stock company; to issue in exchange therefor shares of the capital stock, bonds, notes or other obligations of the corporation;
9. To assume or guarantee the payment of dividends or interest on any shares of stock, notes, bonds or other securities and to guarantee any contracts or obligations issued or executed by any person, firm, association or corporation and to use the corporation's name and credit for the benefit of other persons, firms, associations or corporations which may be necessary or proper for or in connection with the business of the corporation;
10. To purchase or otherwise acquire the whole or any part of the property, assets, business and good will and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, firm, association, corporation or organization, and to pay for the same or any part or combination thereof in cash, shares or the capital stock, bonds, debentures, convertible debentures, notes and other obligations of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired

and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

11. To lend and advance money or give credit to such persons, firms, associations and corporations, as may be deemed advisable, and upon such terms and with such security as may seem expedient;

12. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments;

13. To issue, purchase, hold, sell, transfer, reissue or transfer shares of its own capital stock or its own securities or obligations; provided, however, that in the acquisition of its own capital stock, said acquisition shall be in strict accordance with the laws of the State of Idaho;

14. To incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise, for the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount;

15. To conduct its business in all or any of its branches so far as permitted by law in the State of Idaho or elsewhere without any restrictions as to location; to have one or more offices and agencies within or without the State of Idaho;

16. To purchase, lease or otherwise acquire, hold, use and own and to mortgage, pledge, sell, convey, transfer in trust or otherwise encumber or dispose of real and personal property or any interest therein of every class and description so far as permitted by law in the State of Idaho or elsewhere without any restrictions as to location;

17. In general, to do any and all of the things hereinbefore set forth, and such other things as are incidental or conducive to the attainments of the objects and purposes of the corporation or any of them, as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation; to exercise any and all powers to the same extent as a natural person might or could lawfully do

to the full extent authorized, permitted or conferred upon a corporation under any laws that may be now or hereafter applicable or available to the corporation; and to engage in any business or activity whatsoever for which any corporation could be incorporated under the present or future Business Corporation Laws of the State of Idaho.

The foregoing clauses of this Article III shall each be construed as purposes, objects and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to, or inference from, the terms of any other clauses, but shall be regarded as independent purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or 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.

ARTICLE IV.

The period of the existence of this corporation shall be perpetual unless liquidated, dissolved or wound up voluntarily, or otherwise within a shorter period.

ARTICLE V.

SECTION 1. The total authorized shares of stock of this corporation shall consist of One Thousand (1,000) shares of no par stock.

SECTION 2. Without action by or consent of the shareholders, the board of directors may issue the authorized but unissued shares of the corporation, or any part thereof, from time to time, for cash or for consideration other than cash, such as property, tangible or intangible, or necessary services actually rendered

to the corporation. Any and all shares for which the agreed consideration has been paid, delivered, or rendered, shall be fully paid shares and non-assessable and the directors shall be the sole judges of the character and value of any property, rights or things that are to be acquired in exchange for shares of stock.

SECTION 3. A preemptive right shall exist with respect to shares of stock or securities convertible into shares of stock. Any and all shares of stock and securities convertible into shares of stock that may be issued at any time are to be disposed of by being first offered to the existing stockholders in writing based on the existing book value of the corporation at the time of the offer and said offer is to be held open for no less than ninety days. If no stockholder accepts the offer then the stock is to be offered to the corporation for a thirty day period of time at the same cost. If after the second period of time no purchaser accepts the stock offer then the same is available to anyother person.

ARTICLE VI.

(a) The name and address of the incorporator(s) and the number of shares of stock subscribed by the incorporator(s) is to be John C. Darnall, Route 1, Box 126, Sandpoint, Idaho, 83864, is subscribing to Fifty (50) shares.

(b) The corporation shall begin business with the sum of Five Hundred Dollars (\$500.00) of paid in capitol.

ARTICLE VII.

The management of the business and affairs of the corporation shall vest in a Board of Directors and the number shall be equal to the number of shareholders when there are less than three shareholders of the corporation. In the event that there are more than three share-

holders the Board of Directors shall not consist of a number greater than five. The number of board of directors, qualifications, terms of office, manner of election, time and place of meetings, and the powers and duties of the directors shall be such as prescribed in the By-Laws of the Corporation; and the first directors shall hold office until the first annual share holders meeting. The names and addresses of the initial board of directors are as follows:

- 1) John C. Darnall, Route 1, Box 126, Sandpoint, Idaho 83864.
- 2) Jean Darnall, Route 1, Box 126, Sandpoint, Idaho, 83864.

ARTICLE VIII.

The authority to make by-laws for this corporation is hereby expressly vested in the board of directors of this corporation, subject to the power of the stockholders to change or repeal such by-laws.

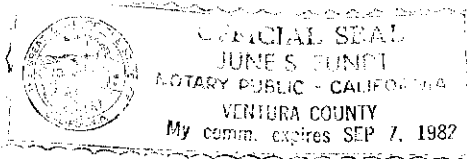
IN WITNESS WHEREOF, I have hereunto set my hand and seal
this

John S. Sundt

STATE OF CALIFORNIA)
) ss
County of Ventura)

I, the undersigned, a notary public in and for the State
of California, hereby certify that on this 22nd day of
December, 1981, personally appeared before me the above
named individuals described in and who executed the foregoing
instrument, and acknowledged that they signed and sealed the
same as their free and voluntary act and deed for the uses and
purposes therein contained.

GIVEN under my hand and official seal the day and year
above written.



June S. Sundt
Notary Public in and for the
State of California.

My Commissions Expire 9-7-82
