

State of Idaho

Department of State

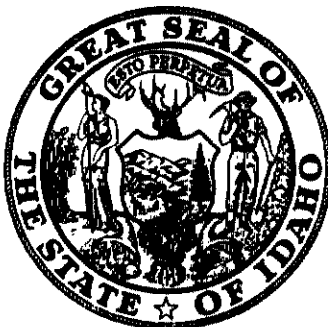
CERTIFICATE OF INCORPORATION OF

BAUMBACK-HOFFER 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: May 11, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

BAUMBACK-HOFFER CORPORATION

Nov 11 2 54 PM '93

SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation ("Corporation") organized under and pursuant to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

Article I Name.

The name of the Corporation is Baumbach-Hoffer Corporation.

Article II Period of Duration.

The period of duration of the Corporation is perpetual.

Article III Registered Office and Agent.

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 7129 West Desert Street, Boise, Idaho 83709, and the name of the initial registered agent at this address is Donald F. Baumbach.

Article IV Purposes.

The Corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Act.

Article V Board of Directors

The business of the Corporation shall be managed and conducted by a Board of Directors. The number of directors serving on the Board of Directors of the Corporation shall be fixed from time to time by or in the manner set forth in the Bylaws; provided, however, that the number of directors constituting the initial Board of Directors shall be four (4), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Name

Address

Donald F. Baumbach

7129 West Desert Street
Boise, Idaho 83709

Patricia S. Baumbach

7129 West Desert Street
Boise, Idaho 83709

LaVere A. Hoffer

5920 Randolph Drive
Boise, Idaho 83709

Lillis M. Hoffer

5920 Randolph Drive
Boise, Idaho 83709

Directors need not be residents of the State of Idaho or shareholders of the Corporation.

Article VI Stock.

The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of Common Stock without par value. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Votes may not be cumulated.

Article VII Shares Nonassessable.

All issued and outstanding shares of the Corporation, after the subscription price therefor has been paid, shall be deemed to be fully paid and nonassessable.

Article VIII Indemnification.

To the fullest extent permitted by law, the Corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the Corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary

duty except (i) for a breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in section 30-1-48 of the Act; and (iv) for any transaction from which the director derives an improper personal benefit.

Article IX Incorporator.

The name and address of the incorporator is Donald F. Baumbach, 7129 West Desert Street, Boise, Idaho 83709.

Article X Bylaws.

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

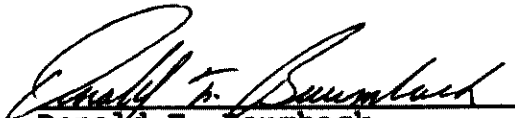
Article XI Preemptive Rights.

Should the issued and outstanding shares of the Corporation be increased at any time, each shareholder of the Corporation shall have a preemptive right to purchase or subscribe for any unissued shares of any class to be issued by reason of such increase in the issued and outstanding shares of the Corporation.

Article XII Special Meetings of Shareholders.

At all times during the existence of the Corporation, the shareholders of the Corporation shall have the right to call special meetings of shareholders in accordance with sections 30-1-28 and 30-1-29 of the Act or such comparable successor law or laws that may, from time to time, be enacted.

DATED this 11th day of May, 1993.


Donald F. Baumbach

IDAHO SECRETARY OF STATE
19930511 0900 74072 2
CK #: 1002 CUST# 1
CORPORATIO 10 60.00= 60.00

#: