

State of Idaho

Department of State

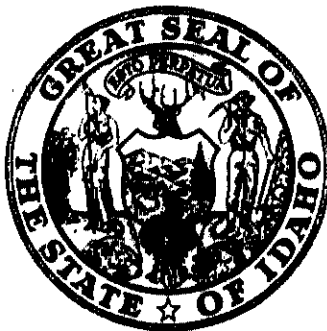
CERTIFICATE OF INCORPORATION OF

SUMMIT EQUIPMENT, 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: October 15, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Richard

Corporation Clerk

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SEC. OF STATE

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**ARTICLES OF INCORPORATION
OF
SUMMIT EQUIPMENT, INC.**

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is **SUMMIT EQUIPMENT, INC.**

**ARTICLE II
DURATION**

The term of existence of this corporation shall be perpetual from the date of filing the Articles of Incorporation in the office of the Secretary of State of the State of Idaho.

**ARTICLE III
PURPOSES**

The purposes for which this corporation is organized are the transactions of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

**ARTICLE IV
AUTHORIZED SHARES**

The total authorized number of shares is Fifty Thousand (50,000) at no par. Each share shall be common stock, there shall be no preferred stock, and each share shall have one (1) vote.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The address of the initial registered office of the corporation is W. 3601 Railroad Ave., Post Falls, Idaho 83854. The name of the Initial Registered Agent of the corporation, an individual resident in Idaho whose business office is located at W. 3601 Railroad Ave., Post Falls, Idaho 83854, is D. G. Hissong.

ARTICLE VI

INCORPORATORS

The names and mailing addresses of the Incorporators and number of shares of stock subscribed to by them are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Charles Wick	10822 E. 27th, Spokane WA 99206	7,500
T. C. Neill	SE 530 Crestview, Pullman WA 99163	3,750
H.L. Gearhiser	SE 1120 Spring, Pullman WA 99163	2,143
Howard M. Neill	Rt. 1, Box 106, Pullman WA 99163	1,607

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Charles Wick	10822 E. 27th, Spokane WA 99206
H.L. Gearhiser	SE 1120 Spring, Pullman WA 99163

ARTICLE VIII

UNISSUED STOCK

Any unissued shares herein authorized or hereafter increased or created, may be issued from time to time by the corporation for any purpose by the Board of Directors of the corporation in

such manner, amounts and proportions and for such consideration as shall be determined from time to time by the Board of Directors and as may be permitted by law.

ARTICLE IX
PREEMPTIVE RIGHT

The registered holders of the shares of capital stock shall have only a preemptive right as set forth in this Article to purchase, at such respective equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of capital stock of the corporation or securities convertible into or carrying options or warrants to purchase such shares of capital stock as may be issued for money from time to time, after the issue of the first Fifteen Thousand (15,000) shares of capital stock that have never previously been issued. Such preemptive right shall apply to all shares issued after the first Fifteen Thousand (15,000) shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation. No shares shall be issued for money to Directors, officers, or employees of the corporation or to Directors, officers or employees of any subsidiary corporation, as such, unless first offered to the holders of the capital stock in accordance with their preemptive right.

ARTICLE X
RESTRICTIONS AND TRANSFER OF STOCK

The stockholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of stockholders of the corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or the disposition of any of the outstanding stock of the corporation by any of its stockholders. Or, in the event of death of any of its stockholders, the manner and from as well as the relevant terms,

conditions, and details thereof, shall be determined by the stockholders of the corporation, provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provision shall be plainly written on the certificate evidencing the ownership of such stock. No stockholder of the corporation may sell or transfer his stock except to another individual who is eligible to be a stockholder of the corporation, and such sale or transfer will be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose. In any proposed sale or transfer of stock by any stockholder, the corporation or the existing shareholders shall be given the option of first refusal to purchase such shares at the price offered.

ARTICLE XI

PROVISIONS FOR BY-LAWS AND AMENDMENTS THEREOF

The initial By-Laws, which shall not be inconsistent with the provisions of the laws of the State of Idaho, or of the Certificate of Incorporation herein, shall be adopted by the Board of Directors. The By-Laws shall not be altered, amended or repealed, nor shall new By-Laws be adopted without the written consent or affirmative vote of the holders of seventy-five percent (75%) of the issued and outstanding shares of capital stock.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserved the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the laws of the State of Idaho, except no amendment shall be made without the written consent or affirmative vote of the holders of seventy-five percent (75%) of the issued and outstanding shares of capital stock.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation this 9th day of OCTOBER, 1991.

Charles Wick
Charles Wick

T. C. Neill
T. C. Neill

H. L. Gearhiser
H. L. Gearhiser

Howard M. Neill
Howard M. Neill

STATE OF WASHINGTON)
 : ss.
County of Whitman)

On this day personally appeared before me T. C. NEILL, H. L. GEARHISER and HOWARD M. NEILL, to me known to be the individuals described in and who executed the within and foregoing instrument, and acknowledged that they signed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 8 day of OCTOBER, 1991.

James M. Jones
Notary Public in and for the State
Of Washington residing at *Blaine*.
My Commission Expires: 4-25-93.

STATE OF WASHINGTON)
 : ss.
County of Spokane)

On this day personally appeared before me CHARLES WICK, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 9th day of OCTOBER, 1991.

James M. Jones
Notary Public in and for the State
Of Washington residing at *Blaine*.
My Commission Expires: 4-25-93.