



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BENNETT INDUSTRIES, INC.

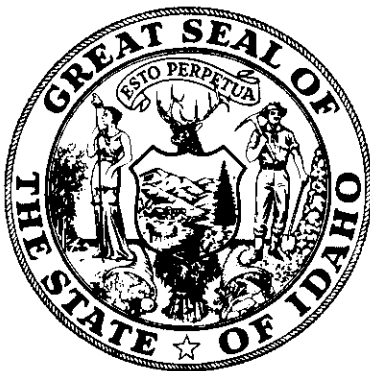
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

BENNETT INDUSTRIES, 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 16, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Maren E. Artich
Corporation Clerk

ARTICLES OF INCORPORATION
OF
BENNETT INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is BENNETT INDUSTRIES, INC.

SECOND:

The purposes for which said corporation is formed are:

To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect, and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stock so owned.

To aid either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any shares of stock, or any

bonds, debentures, evidences of indebtedness or other securities whereof are held by this corporation or in which it shall have any interest, and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested.

To enter into, make, perform, and carry out contracts of any kind for any lawful purpose with any persons, firms, associations or corporations.

To purchase, acquire, lease, own, and enjoy any and all such other property, real and personal, as may be reasonably necessary for the carrying on of the business of the corporation.

To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

To lend money and use its credit to assist its employees. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

To conduct its business, carry on its operations and have offices and exercise the powers granted by the Idaho Business Corporation Act within or without the State of Idaho.

To make donations for public welfare or for charitable, scientific or educational purposes. To create pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

To be a promoter, partner, member, associate or manager of any partnership, joint venture, trust or other enterprise.

THIRD:

The location and post office address of the initial registered office of the corporation is Box 49, Princeton, Latah County, Idaho. The name of the initial registered agent is Richard G. Bennett, with the following address: Box 49, Princeton, Idaho 83857.

FOURTH:

The capital stock of this corporation shall be:

10,000 shares Class A

25,000 shares Class B

25,000 shares Class C.

All voting rights shall be vested in Class A shares. Class B and C shall have all other rights of Class A shares. Class C shall be entitled to have paid a \$6.00 dividend non-cumulative prior to the payment of any dividend on Class B or Class A stock in any fiscal year. Class B stock shall be entitled to a \$6.00 dividend non-cumulative prior to the payment of any dividend on Class A stock in any fiscal year. After the payment of dividend on Class C and B stock, all classes of stock shall share equally in any further dividend payments. All classes of stock shall have no par value. The aggregate number of shares of the corporation shall be 60,000 shares.

FIFTH:

The names and post office addresses of the incorporators and initial directors and the number of shares subscribed by each are as follows:

R. Guy Bennett	Dustan Loop Clarkston, WA 99403	10 shares Class A
Richard G. Bennett	Box 49 Princeton, ID 83857	10 shares Class A
Frank R. Bennett	Box 49 Princeton, ID 83857.	10 shares Class A

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The initial board of directors shall consist of three (3) directors, or such other number as shall be established by the By-Laws of the corporation, who shall serve until the first annual meeting of shareholders or until their successors be elected and qualified. Any vacancies occurring in the

office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he 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, against expenses including attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in any manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, have no reasonable cause to believe his conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon the plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his conduct was unlawful.

NINTH:

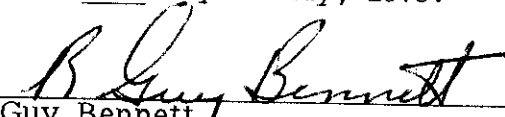
The existence of this corporation is to be perpetual.

TENTH:

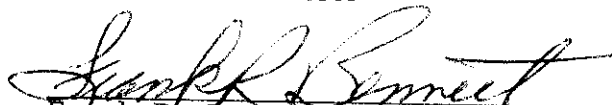
The directors shall have the power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to amount upon the property and franchise of this corporation.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Princeton, Idaho, this 16 day of May, 1979.


R. Guy Bennett

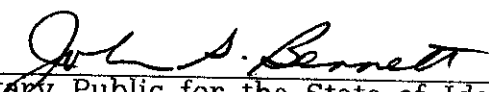

Richard G. Bennett


Frank R. Bennett

STATE OF IDAHO)
 Catah) ss.
County of ~~Not Perce~~)

BE IT REMEMBERED that on this 16 day of May, 1979, personally appeared before me R. GUY BENNETT, RICHARD G. BENNETT and FRANK R. BENNETT, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.


Notary Public for the State of Idaho
Residing at ~~Lewiston~~ Idaho therein.
My Commission expires: 3-1-81