



CERTIFICATE OF INCORPORATION
OF

WOODY RENTS, INC.

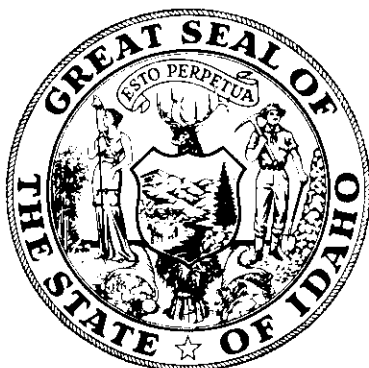
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

WOODY RENTS, 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: September 30, 1982



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
WOODY RENTS, INC.

We the undersigned being three or more natural persons of full age, all of whom are United States citizens, have this day voluntary associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE ONE

The name of the corporation is Woody Rents, Inc.

ARTICLE TWO

The purpose of the corporation is to engage in any lawful business.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The location and post office address of the registered office of the corporation in the State of Idaho is 2021 Idaho Street, Lewiston, Idaho, County of Nez Perce, Zip Code 83501. Burton Wood is the registered agent at this address.

ARTICLE FIVE

The total authorized member of par value shares is two thousand. The par value of each of the shares is one cent (.01 \$) per share. There are no authorized shares without par value. The stock of the corporation consists of one class of common stock, subject to the following restrictions.

- (1) Before any sale of stock of the corporation to one other than the corporation, the stock shall first be offered to the corporation, at a sale price agreed upon by selling shareholders and the corporation. If the two parties are unable to agree upon a price they will choose a mutually acceptable arbitrator.

The arbitrator will make a determination as to the price to be paid for the stock. The decision of the arbitrator will be binding upon both parties. If the corporation declines to purchase the stock within six (6) months from the time the offer of sale is made or the price is set by the parties or the arbitrator, whichever occurs later, the shareholder shall be free to dispose of his stock however he wishes or to whomsoever he wishes

- (2) No transfer of any shares of stock of this corporation (hereinafter called shares) shall be made to any person who is not a holder of shares in this corporation prior to fifteen (15) years after the date of the incorporation of this corporation.

ARTICLE SIX

Any new issuance of stock must be approved by a unanimous vote of the shareholders.

ARTICLE SEVEN

Any repurchase of stock must be approved by a unanimous vote of the board of directors.

ARTICLE EIGHT

The initial board of directors will consist of three members who will serve until the first annual meeting of the shareholders. THESE MEMBERS ARE:

<u>NAME</u>	<u>ADDRESS</u>
Burton Wood	2804 Panorama Drive Lewiston, IDaho 83501
Craig Wood	115 East Reserve Kalispell, Montana 59901
Steven Wood	P.O. Box 612 Lewiston, Idaho 83501

The board of directors and the shareholders shall each meet annually. Written notice of the annual meetings shall be delivered by registered mail at least thirty (30) days prior to any meeting.

Notice of any special meeting shall be delivered by registered mail at least ten (10) days prior to the meeting.

ARTICLE NINE

The board of directors shall consist of at least three members. Each member will be elected annually at the annual shareholders meeting. Each board member will serve a one (1) year term of office. No director may be removed unless at least eighty-five (85) percent of the shareholders vote in favor of his removal.

ARTICLE TEN

The following actions will require unanimous approval of the shareholders of the corporation.

1. Any merger or consolidation of the corporation.
2. Dissolution or voluntary bankruptcy of the corporation.

ARTICLE ELEVEN

The following will require unanimous approval of the board of directors.

1. The hiring or dismissal of a president of the corporation.

ARTICLE TWELVE

The names, post office addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Burton Wood	2804 Panorama Drive Lewiston, IDaho 83501
Craig Wood	115 East Reserve Kalispell, Montana 59901
Steven Wood	P.O. Box 612 Lewiston, Idaho 83501

We, the above-named incorporators hereby sign our names on the dates specified below

Burton Wood
Burton Wood

September 16, 1982
Date signed

Craig Wood
Craig Wood

Sept 15, 1982
Date signed

S.H. Wood
Steven Wood

Sept 16, 1982
Date signed