

RESTATED BYLAWS
OF
MOUNTAIN WEST INVESTMENT CORPORATION

ARTICLE 1.

Offices

Section 1. Place

The principal office of the corporation in the State of Oregon shall be located at 245 Commercial Street S.E., Suite 200, Salem, Oregon 97301.

Section 2. Other Offices

The corporation also may have offices at other locations within or without the State of Oregon, as the Board of Directors, from time to time, may designate or as the business of the corporation may require.

ARTICLE 2.

Shareholders

Section 1. Annual Meeting

The annual meeting of the shareholders shall be held during the last month of the fiscal year, on such date prior to the end of the corporate fiscal year as is established by the Board of Directors and is communicated by notice to the shareholders. At such annual meeting, the shareholders shall elect a Board of Directors and transact other business, which is properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next business day. If the election of directors is not held on the day designated herein for the annual meeting of the shareholders or as soon thereafter as is convenient, the Board of Directors shall call a special meeting of the shareholders at which an election of directors shall be held.

Section 2. Special Meetings

Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors and shall be called by the President at the request of the holders of not less than 10% of all the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Removal and Resignation

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Secretary or President of the corporation.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation in general. The President, when present, shall preside at all meetings of the shareholders and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Restated Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice President

In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an assistant secretary, certificates for shares of the corporation and shall perform such other duties as, from time to time, may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. The Secretary

The Secretary shall:

- (a) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Restated Bylaws or as required by law;

ARTICLE 9.

Dividends

Section 1.

The Board of Directors, from time to time, may declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE 10.

Waiver of Notice

Section 1.

Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these Restated Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Oregon Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting of which notice was required or consent to actions taken at such meeting shall be deemed equivalent to the receiving of such notice.

ARTICLE 11.

Amendments

Section 1.

These Restated Bylaws may be altered, amended, or repealed; and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

SECRETARY'S CERTIFICATE

I, the Secretary of the above-entitled corporation, do hereby certify that the foregoing is a true and correct copy of the corporation Restated Bylaws as adopted by the Board of Directors of the corporation.



Lawrence E Tokarski

06-01-01

Date

**ACTION IN LIEU OF MEETING OF THE SHAREHOLDERS
AND BOARD OF DIRECTORS
OF**

MOUNTAIN WEST INVESTMENT CORPORATION

Pursuant to Section 60.211 and Section 60.341 of the Oregon Revised Statutes, the undersigned, being the sole shareholder and director of Mountain West Investment Corporation (the "corporation"), hereby consents in writing to the following actions effective December 31, 2004.

BY THE SHAREHOLDER:

ELECTION OF DIRECTOR

RESOLVED: That the following person is elected as a director of the corporation to serve for the ensuing year, from January 1, 2005 to December 31, 2005:

Lawrence E. Tokarski

Director



LOANS TO SHAREHOLDER, OFFICERS, AND DIRECTOR

RESOLVED: That all loans made to shareholder, officers, and director of the corporation, as shown in the books of the corporation, are hereby ratified and confirmed.

BE IT FURTHER RESOLVED: That any expense of the corporation which is taken as a deduction for tax purposes and later determined to be non-deductible shall be treated as a loan to any officer, director, or shareholder of the corporation who is directly benefited by such expenditure.

CORPORATE ACTIVITIES

RESOLVED: That all actions of the Board of Directors and officers taken on behalf of the corporation during the preceding year are hereby ratified and confirmed, including but not limited to those activities reflected on the corporation's income tax return.

S-CORPORATION ELECTION

RESOLVED: That the corporation shall continue its election to be treated as a small business corporation for income tax purposes.

BY THE BOARD OF DIRECTORS:

MERGER OF OFFICES

RESOLVED: That, pursuant to the corporate Restated Bylaws, the offices of secretary and treasurer shall continue to be merged under the title of Secretary.

ELECTION OF OFFICERS

RESOLVED: That the following persons are hereby elected to the following offices of the corporation to serve a term of one (1) year from January 1, 2005 to December 31, 2005, or until successors are elected and qualified:

President	Lawrence E. Tokarski	}
Secretary	Lawrence E. Tokarski	

ELECTION OF VICE PRESIDENT

RESOLVED: That the President is authorized to execute a power of attorney form for the election of a Vice President in times of absence by the President. Such election will only be effective upon the execution of a resolution for the election of a Vice President by the Board of Directors.

APPROVAL OF ACTS

RESOLVED: That the following acts of the officers of the corporation, which acts were made for and on behalf of the corporation, are hereby ratified and confirmed:

1. The borrowing of funds from various lenders, as reflected by the financial records of the corporation.
2. The paying of various amounts on the loans and other accounts to numerous lenders and entities, including but not limited to the shareholders, officers, and directors of the corporation, as reflected by the financial records of the corporation.
3. The purchasing of certain items of equipment, as reflected by the depreciation schedule of the corporation.
4. The contracting with various entities for the provision of development services and the purchase and sale of real estate, as reflected by the records of the corporation.

CORPORATE ACTIVITIES

RESOLVED: That all actions of the Board of Directors and officers taken on behalf of the corporation during the preceding year are hereby ratified and confirmed,

BE IT FURTHER RESOLVED: That the form of resolution set forth on the signature card for such credit accounts with such organizations is added to and made a part of this resolution.

BE IT FURTHER RESOLVED: That, if the corporation is unable to obtain such credit accounts in the name of the corporation, then, for the convenience of the corporation, such credit accounts may be obtained in the name of Lawrence E. Tokarski for the benefit of the corporation. In such event, Lawrence E. Tokarski shall provide the corporation with the name and number of such account.

EMPLOYEE, OFFICER, AND DIRECTOR BUSINESS EXPENSE REIMBURSEMENT

RESOLVED: That, should it be necessary for an employee, officer, or director of the corporation to incur expenses on behalf of the corporation, the corporation shall reimburse such employee, officer, or director for such expenses upon the presentation to the corporation by the employee, officer, or director of receipts for such expenses, pursuant to the Company Employee, Officer, and Director Business Expense Reimbursement Policy attached hereto as Exhibit "A" and made a part hereof by this reference.

MEDICAL INSURANCE

RESOLVED: That the President and Secretary are authorized to purchase a comprehensive medical insurance policy covering all of the officers and dependents of the officers of the corporation.

WORKERS' COMPENSATION INSURANCE

RESOLVED: That the President and Secretary are authorized to carry worker's compensation coverage through SAIF or such other worker's compensation insurance carrier as the President may deem appropriate.

S-CORPORATION ELECTION

RESOLVED: That the corporation shall continue its election to be treated as a small business corporation for income tax purposes.

RATIFICATION OF ACTS

The undersigned director and shareholder of the corporation consents to each of the above resolutions, consents to all actions authorized by such resolutions, and does hereby waive any and all irregularity in the manner of adopting said resolutions.

LAWRENCE E. TOKARSKI REVOCABLE LIVING
TRUST Dated June 11, 1996 – Shareholder as to 75 shares

By: L. E. Tokarski
Lawrence E. Tokarski, Trustee

L. E. Tokarski
Lawrence E. Tokarski - Director