

IF THIS IS YOUR "FIRST ANNUAL REPORT" YOU MUST COMPLETE
AND RETURN THE ENTIRE FORM.

MOUNTAIN WEST INVESTMENT CORPORATION
698 12TH ST SE
SALEM OR 97301

5. If mailing address has changed, please indicate the new mailing address.

6. OFFICERS AND ADDRESSES

PRESIDENT
LARRY TOKARSKI

698 12TH ST SE
SALEM OR 97301

SECRETARY
~~ELVA LOVATO~~
~~698 12TH ST SE~~
~~SALEM OR 97301~~

Larry Tokarski
698 12th St
Salem, OR 97301

Signature required only when changes are made.

7. SIGNATURE L. E. Tokarski Date 3-17-99
Officer Daytime Telephone Number 361-7174

If the information has not changed return only the coupon with your remittance and retain the bottom portion for your records.

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Submit the original
and one true copy
\$50.00



SECRETARY OF STATE
Corporation Division - Business Registry
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327
(503) 986-2200 Facsimile (503) 378-4381

THIS SPACE FOR OFFICE USE ONLY

FILED

APR - 7 1995

Secretary of State

Registry Number:

452704-85

ARTICLES OF INCORPORATION

Business Corporation

CERTIFIED A TRUE COPY

Garrett Hemann Robertson
GARRETT. HEMANN. ROBERTSON,
PAULUS. JENNINGS & COMSTOCK, P.C.

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

ARTICLE 1: Name of the corporation: LIVING ALTERNATIVES DEVELOPMENT CORPORATION

Note: The name must contain the word "Corporation", "Company", Incorporated", or "Limited", or an abbreviation of one of such words.

ARTICLE 2: Number of shares the corporation will have authority to issue: 500

ARTICLE 3: Name of the initial registered agent: George M. Jennings

Address of initial registered office (must be a street address in Oregon which is identical to the registered agent's business office):

STATE OF OREGON
SECRETARY OF STATE
CORPORATION DIV.

1011 Commercial Street N.E. Salem Oregon 97301
Street and number City Zip code

Mailing address of registered agent (if different from the registered office):

P. O. Box 749 Salem Oregon 97308-0749
Street and number or PO box City Zip code

04/07/95 2:56PM
000#6907 A 48

Address where the Division may mail notices: (Attn:) Larry Tokarski

\$50 BUSINESS RE \$50.00

CHECK \$50.00 1011 Commercial Street N.E., P. O. Box 749, Salem, OR 97308-0749
Street and number or PO box City State Zip code

ARTICLE 5: Name and address of each incorporator:

Larry Tokarski 615 Commercial Street N.E.
Salem OR 97301

Submit the original
and one true copy
\$50.00

Registry Number:

452704-85



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ARTICLES OF INCORPORATION
BUSINESS CORPORATION

PAGE 2

Name of the corporation: LIVING ALTERNATIVES DEVELOPMENT CORPORATION

ARTICLE 6: Name and address of each director (optional):

_____	_____
_____	_____
_____	_____

ARTICLE 7: Other optional provisions:

Execution: *Larry Tokarski* Larry Tokarski Incorporator
Signature Printed name Title

_____ Incorporator
Signature Printed name Title

_____ Incorporator
Signature Printed name Title

Person to contact about this filing: George M. Jennings (503) 581-1501
Name Daytime phone number

MAKE CHECKS PAYABLE TO THE CORPORATION DIVISION OR INCLUDE YOUR VISA OR MASTERCARD NUMBER AND EXPIRATION DATE ____/____/____. SUBMIT THE COMPLETED FORM AND FEE TO THE ABOVE ADDRESS OR FAX TO (503) 378-4381.



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Articles of Amendment—Business/Professional/Nonprofit

For office use only

Check the appropriate box below:

BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)

NONPROFIT CORPORATION
(Complete only 1, 2, 3, 5, 6, 7)

FILED

JAN 17 1997

Secretary of State

Registry Number: 452704-85

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

1) NAME OF CORPORATION PRIOR TO AMENDMENT Living Alternatives Development Corporation

2) STATE THE ARTICLE NUMBER(S) AND SET FORTH THE ARTICLE(S) AS IT IS AMENDED TO READ. (Attach a separate sheet if necessary.)
Article I: Mountain West Investment Corporation

3) THE AMENDMENT WAS ADOPTED ON: December 31, 1996
(If more than one amendment was adopted, identify the date of adoption of each amendment.)

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

Shareholder action was required to adopt the amendment(s). The vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

Shareholder action was not required to adopt the amendment(s). The amendment(s) was adopted by the board of directors without shareholder action.

The corporation has not issued any shares of stock. Shareholder action was not to adopt the amendment(s). The amendment(s) was adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.

Membership approval was required. The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

6) EXECUTION

Printed Name

Larry Tokarski

Signature

Larry Tokarski
Larry Tokarski

Title

President

7) CONTACT NAME

George M. Jennings

DAYTIME PHONE NUMBER

(503) 581-1501

FEES

Make check for \$10 payable to "Corporation Division."

NOTE: Filing fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.



Phone: (503) 956-1200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

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Check the appropriate box below:

BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 6, 7)

NONPROFIT CORPORATION
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JAN 17 1997

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Printed Name

Larry Tokarski

Signature

L. T. Tokarski
Larry Tokarski

Title

President

7) CONTACT NAME

George M. Jennings

DAYTIME PHONE NUMBER
(503) 581-1501

FEES

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BYLAWS
OF
LIVING ALTERNATIVES DEVELOPMENT CORPORATION

ARTICLE 1.
Offices

Section 1. Place

The principal office of the corporation in the State of Oregon shall be located at 615 Commercial Street N.E., Salem, Oregon 97301.

Section 2. Other Offices

The corporation may also have offices at other locations within or without the State of Oregon, as the Board of Directors may from time to time 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 on the second Tuesday in December of each year, or such other 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 succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

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. Place of Meeting

The board of directors may designate any place, either within or without the State of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Oregon, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Oregon.

Section 4. Notice of Meeting

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books for the corporation, with postage thereon prepaid.

Section 5. Closing of Transfer Books or Fixing of Record Date

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders nor shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

Section 6. Voting Lists

The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. This list shall be kept on file at the principal office of the corporation for inspection by any shareholder at anytime during usual business hours, for a period of two business days after notice of the meeting is given for which the list was prepared. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

Section 7. Quorum

A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by the Articles of Incorporation. If, however, a quorum shall not be present or represented at any meeting of the stockholders, the stockholders present in person, or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Proxies

At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares

Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 10. Voting of Shares by Certain Holders

Shares standing in the name of two individuals as joint tenants may be voted by either owner.

Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe. Or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the Court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 11. Informal Action by Shareholders

Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE 3.

Board of Directors

Section 1. General Powers

The business and affairs of the corporation shall be managed by its board of directors.

Section 2. Number, Tenure and Qualifications

The number of directors of the corporation shall be not less than three (3), except that when all shares of the corporation are owned beneficially and of record by fewer than three (3) shareholders, the number of directors shall be equal to the number of shareholders plus one (1). Each director shall be elected to serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. Directors need not be residents of the State of Oregon nor shareholders of the corporation.

Section 3. Regular Meetings

A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may provide, by resolution, the time and place, either within or without the State of Oregon for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the board of directors called by them.

Section 5. Notice

Notice of any special meeting shall be given at least twenty-four hours previously thereto by written or verbal notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum

A majority of the number of directors fixed by Section 2 of this Article 3 shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Vacancies

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. Compensation

By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board of directors, and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such

payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Informal Action by Directors.

Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken and signed by all Directors is included in the minutes.

ARTICLE 4.

Officers

Section 1. Number

The officers of the corporation shall be: A president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, and any two or more offices may be merged by the board of directors.

Section 2. Election and Term of Office

The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed or in the manner hereinafter provided.

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 in general supervise and control all of the business and affairs of the corporation. The president shall, when present, 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 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 Presidents

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 bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;
- (d) keep a register of the post office address of each share holder which shall be furnished to the secretary by such shareholder;

- (e) sign with the president, or a vice-president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the board of directors;
- (f) have authorized charge of the stock transfer books of the corporation; and
- (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Section 8. The Treasurer

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall:

- (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 5 of these bylaws; and
- (b) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the board of directors.

Section 9. Assistant Secretaries and Assistant Treasurers

The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice president certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the board of directors. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

Section 10. Salaries

The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

ARTICLE 5.

Indemnification of Directors and Officers

Section 1. Indemnification

The corporation shall defend, indemnify and hold harmless to the fullest extent permitted by the Oregon Business Corporation Act each director and officer of the corporation now or hereafter serving as such, against any and all claims and liability to which such officer or director has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such officer or director in such capacity.

Section 2. Expenses

The corporation shall further defend, indemnify and hold harmless each director or officer from any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, court costs, litigation expenses, witness fees, expert witness fees, and all other costs or expenses actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may be asserted against any such director or officer whether or not litigation is commenced.

Section 3. Limitation on Indemnification and Expense Reimbursement

No such director or officer shall be indemnified against or be reimbursed for any expense incurred in relation to matters to which it is adjudged in any action, suit, or proceeding that any such director or officer is liable for: (a) breach of duty of loyalty to the corporation or its stockholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) any unlawful distribution under ORS 60.367 or (d) any transaction from which the director or officer derived an improper personal benefit. The amount paid to any director or officer by way of indemnification shall not exceed his actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, and any determination so made shall be binding on the indemnified director or officer. The rights of indemnification and reimbursement for expenses hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE 6.

Contracts, Loans, Checks and Deposits

Section 1. Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board of directors may select.

ARTICLE 7.

Certificates for Shares and Their Transfer

Section 1. Certificates for Shares

Certificates representing shares of the corporation shall be in such form as shall be determined by the board of directors. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the board of directors may prescribe.

Section 2. Transfer of Shares

Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record there of or by his legal representative who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

Section 3. Restriction on Transfer

The shareholders may provide, by unanimous agreement, that no outstanding capital stock of this corporation may be transferred, assigned, hypothecated or in any way alienated without the consent first obtained of the corporation and/or the other shareholders.

Section 4. New Stock Certificates

A new stock certificate shall be issued to the person entitled to the certificate upon surrender to the corporation or its transfer agent of a stock certificate duly endorsed or accompanied by proper evidence of succession, or assignment of authority to transfer; the old certificate shall be cancelled and the transactions shall be recorded upon the books of the corporation.

Section 5. Damaged or Lost Stock Certificates

The Board of Directors may direct a new certificate to be issued in place of any certificate previously issued by the corporation and which is alleged to have been lost or destroyed if the person making the allegation supplies the corporation with an affidavit of alleged facts. When authorizing such issue of a new certificate, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the alleged lost or destroyed certificate, or his legal representative, to advertise the same in a manner required by the Board of Directors or give the corporation an indemnity bond in an amount sufficient to indemnify the corporation against any claim that may be made against it with respect to the certificate alleged to have been lost or destroyed.

ARTICLE 8.

Fiscal Year

Section 1.

The Fiscal year of the corporation shall be determined from time to time by the board of directors.

ARTICLE 9.

Dividends

Section 1.

The board of directors may from time to time 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 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.

Seal

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal".

ARTICLE 12.

Amendments

Section 1.

These 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 Bylaws as adopted by the board of directors of the Corporation.

Elva Lovato

Elva Lovato

3/29/95
Date

COFY