

**DUPLICATE
ORIGINAL**

FILED
98 JAN 30 AM 8:48
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SANDHILL RV'S, 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 SANDHILL RV'S, INC.

ARTICLE II.

AUTHORIZED SHARES

The total amount of capital of this Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), divided into shares, each of the par value of ONE and NO/100 (\$1.00) DOLLAR per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE III.

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 7169 Main Street, Bonners Ferry, Idaho 83805, and the name of its initial registered agent is RANDALL W. DAY.

IDAHO SECRETARY OF STATE

CK: 4006 CT: 15912 BH: 77649

1 @ 100.00 = 100.00 CORP

1 of 5

C 122626

ARTICLE IV.

INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
GAYLORD E. DIRKS,	P.O. BOX 38, BONNERS FERRY, IDAHO 83805
MARY E. DIRKS,	P.O. BOX 38, BONNERS FERRY, IDAHO 88305

ARTICLE V.

VOTING ENTITLEMENT OF SHARES

1. Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholder's meeting. Only shares are entitled to vote.

2. This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

3. Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

4. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum

sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE VI.

PURPOSE

The purpose or purposes for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE VII.

DURATION

The period of its duration is perpetual.

ARTICLE VIII.

BOARD OF DIRECTORS

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than three (3) Directors. All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its board of directors, subject to any limitation set forth in a shareholder agreement authorized under Section 30-1-782, Idaho Code. The number of directors constituting the initial board

of directors shall be 2 and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
GAYLORD E. DIRKS,	P.O. Box 38, Bonners Ferry, ID 83805
MARY E. DIRKS,	P.O. Box 38, Bonners Ferry, ID 83805

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

ARTICLE X.

LIMITATION OF LIABILITY

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the

shareholders; (iii) a violation of Section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

IN WITNESS WHEREOF, we have subscribed these duplicate Articles of Incorporation this 26th day of January, 1998.

Gaylord E. Dirks
GAYLORD E. DIRKS

Mary E. Dirks
MARY E. DIRKS

STATE OF IDAHO :
County of Boundary : **SS**

On this 26th day of January, 1998, before me, the undersigned Notary Public, personally appeared GAYLORD E. DIRKS and MARY E. DIRKS, known/or identified to me to be the persons whose names are subscribed to the foregoing instrument as incorporators, and acknowledged to me that they executed the same.

[Signature]
Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: 2/18/98