

**FILED/EFFECTIVE**

ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

TOM'S, INC.

STATE OF IDAHO

The undersigned incorporators, desiring to form a corporation pursuant to the provision of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is Tom's, Inc.

ARTICLE TWO. Duration. The period of duration of the corporation is perpetual.

ARTICLE THREE. Purposes. The purpose of the corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR. Stock.

- (a) The total number of shares of stock the corporation shall have authority to issue is 100,00 shares of common stock all of one class, without par value.
- (b) No Shareholder shall have any preemptive right to acquire unissued or treasury shares of the corporation.
- (c) The transfer of shares of stock of the corporation shall be restricted as set forth in the Bylaws of the corporation or in any agreement between the corporation and its shareholders.

ARTICLE FIVE. Two-Thirds Shareholder Vote required. At least two-thirds(2/3) of the shares entitled to vote, represented in person or by proxy, shall be required to approve or authorize any of the following:

- (a) The public offering of any shares of common stock or other securities of the corporation.
- (b) A merger of the corporation with or into any corporation or entity.
- (c) The sale of all or substantially all of the assets of the corporation.
- (d) The compensation to be paid directors of the corporation.
- (e) The amendment of the Articles of Incorporation or Bylaws of the corporation.

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IDAHO SECRETARY OF STATE

03/08/2000 09:00  
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ARTICLE SIX. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 33 Bridge & Main, St. Anthony, Idaho 83445. The name of the corporation's initial registered agent at such address is Thomas W. Atchley.

ARTICLE SEVEN. Directors. The board of directors shall consist of one or more directors. The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Thomas W. Atchley	P.O. Box 167 Ashton, ID 83420
Tara A. Atchley	P.O. Box 167 Ashton, ID 83420

ARTICLE EIGHT. Incorporators. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Thomas W. Atchley	P.O. Box 167 Ashton, ID 83420
Tara A. Atchley	P.O. Box 167 Ashton, ID 83420

ARTICLE NINE. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for the breach of fiduciary duty as a director. The foregoing shall not eliminate or limit the liability of a director:

- (a) For any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Provided for under section 30-1-48, Idaho Code; or
- (d) For any transaction from which the director derived an improper personal benefit.

Executed in duplicate on March 1, 2000.

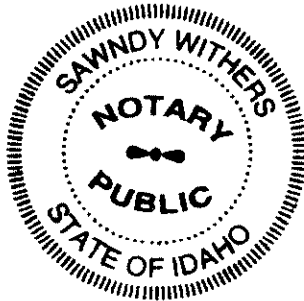
INCORPORATORS

Thomas W. Atchley  
Thomas W. Atchley

Tara A. Atchley  
Tara A. Atchley

STATE OF IDAHO                    )  
  .ss  
COUNTY OF FREMONT            )

On this 1st day of March in the year of 2000, before me a Notary Public in and for said State, personally appeared Thomas W. Atchley and Tara A. Atchley known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.



Sawndy Withers  
Notary Public  
Residing in St Anthony  
My Commission Expires 12-31-05