



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

M & L LAND COMPANY

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 the above named corporation, 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: March 14, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

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ARTICLES OF INCORPORATION

OF

M & L LAND COMPANY

H. JAMES MAGNUSON, being over the age of eighteen (18) years of age and a citizen of the United States of America, for the purpose of forming a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I

The name of this corporation shall be M & L LAND COMPANY.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to enter into any written or oral contract or to buy, sell, bargain, trade, convey, hire, rent, lease or in any other way, acquire, disburse, obtain or release or provide, with or without written or oral contract or by any other lawful means, any form of personal property or services, without exception, and any form of real property, from or to any person, persons or entities, or any group, organization, governmental authority or

business, at any time or in any place, anywhere without exception and transact any and or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

This corporation shall have the authority to issue one million (1,000,000) shares of capital stock of the par value of \$1.00 per share. There shall be no other class or shares of stock in this corporation.

ARTICLE V.

The owners of shares of stock of this corporation shall not be entitled to pre-emptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

ARTICLE VI

The Board of Directors shall have full power to adopt, alter, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE VII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any

manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

ARTICLE VIII

The address of the registered office of this corporation is c/o H. James Magnuson, Attorney at Law, 816 Sherman Avenue, Coeur d'Alene, Idaho 83814 and the name of its registered agent at such address is H. James Magnuson.

ARTICLE IX

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the directors shall be prescribed in the bylaws, but the number of the first directors shall be four (4) and they shall serve until the first meeting of shareholders and until their successors are elected and qualified and their names and post office addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. F. Magnuson	P.O. Box 469 Wallace, Idaho 83873
J. Grant Lincoln	Drawer G St. Regis, Montana 59866
Jack D. Lincoln	Drawer G St. Regis, Montana 59866
H. James Magnuson	P.O. Box 2288 Coeur d'Alene, Idaho 83814

ARTICLE X

The name and post office address of the incorporator of this corporation is as follows:

NAME

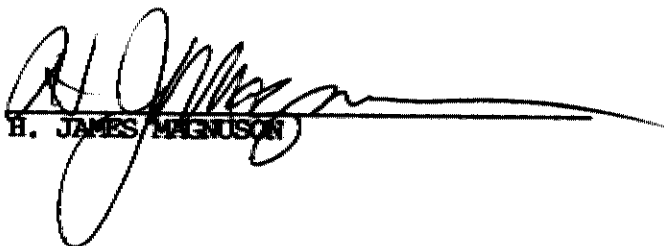
ADDRESS

H. James Magnuson

816 Sherman Avenue

Coeur d'Alene, Idaho 83814


The incorporator has signed these articles of incorporation this 10 day of March, 1988.


H. JAMES MAGNUSON

STATE OF IDAHO)
County of Kootenai) ss.
)

On this 10th day of March, 1988, before me, the undersigned, a Notary Public for Idaho, personally appeared H. JAMES MAGNUSON, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Brenda Dawson
Notary Public for Idaho
Residing in: Hayden Lake
Commission expires: 12-93