

ARTICLES OF INCORPORATION
OF
PEND OREILLE PARTNERS, INC.

FILED EFFECTIVE

MAY 26 PM 2:04

STATE
OF IDAHO

The undersigned, Stewart Kluver, being qualified as an incorporator of a corporation under the Idaho Business Corporate Act, of legal age, enters into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and does hereby make, adopt, execute, and acknowledge these Articles of Incorporation as follows:

ARTICLE I: Corporate Name

The name of the corporation shall be PEND OREILLE PARTNERS, INC.

ARTICLE II: Shares

The corporation shall have authority to issue 500,000 shares of common voting stock.

ARTICLE III: Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 817 Hickory, Apt. A. Sandpoint, Idaho 83864. The initial registered agent at the address shall be Stewart Kluver.

ARTICLE IV: Initial Board of Directors

The number of directors of this corporation shall be not less than one nor more than nine. The initial Board of Directors of this corporation shall consist of two board members, who shall be Stewart Kluver whose address is 817 Hickory, Apt. A., Sandpoint, Idaho 83864 and Don Skinner whose address is 270 Rapid Lightning Road, Sandpoint, Idaho 83864.

Stewart Kluver shall be the initial chairperson of the Board of Directors. The initial

Board of Directors shall serve as the Board of directors until the first annual meeting of

IDAHO SECRETARY OF STATE
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shareholders or until the successor(s) has been elected and qualified.

ARTICLE V: Incorporator

The name and address of the incorporator of this corporation is Stewart Kluver , 817 Hickory, Apt. A., Sandpoint, Idaho 83864.

ARTICLE VI: Corporate Purpose

The purpose for which this corporation is organized is the transaction of any and all lawful business.

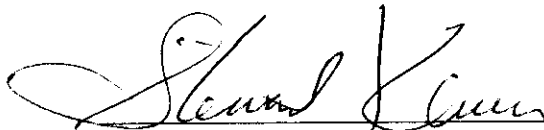
ARTICLE VII: Cumulative Voting

All shareholders are entitled to cumulate their votes for directors.

Article VIII: Preemptive Rights

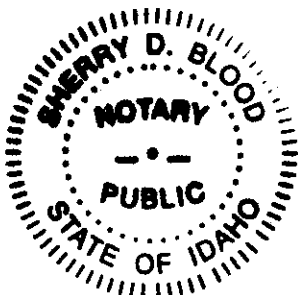
All shareholders are entitled to preemptive rights.

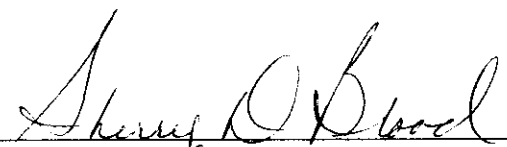
IN WITNESS WHEREOF, I have hereunto set my hand this 24 day of May, 2004.


STEWART KLUVER
Incorporator

STATE OF IDAHO)
 : ss.
County of Bonner)

On this 24 day of May, 2004, before me, the undersigned Notary Public, personally appeared Stewart Kluver, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.




Notary Public – State of Idaho
Residing at SANDPOINT
My Commission expires 5-14-2009