

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

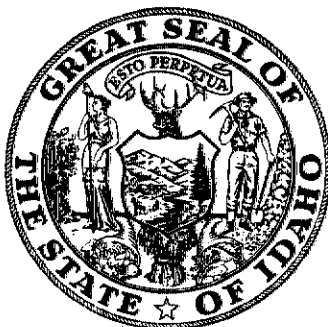
HIGH MARK, INC.

File number C 111501

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: July 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By _____

[Signature]

ARTICLES OF INCORPORATION
OF
HIGH MARK, INC.

JUL 27 4 24 PM '95

SECRETARY OF STATE
STATE OF IDAHO

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of High Mark, Inc., under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporation is **High Mark, Inc.**.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of one thousand (1,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	No Par Value

IDAHO SECRETARY OF STATE

7/28/95 9:00:00 AM
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ARTICLES OF INCORPORATION - 1.

CORPORATION PROFIT

1 @ 100.00 = 100.00

Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

ARTICLE V

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI

CUMULATIVE VOTING

In all elections for Directors, shareholders shall not be permitted to cumulate their votes.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

Reggie Sellers
9743 Hackamore
Boise, Idaho 83709

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two (2). All directors must be stockholders of the Corporation.

The initial board of directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Reggie Sellers	9743 Hackamore Boise, Idaho 83709
Becky Sellers	9743 Hackamore Boise, Idaho 83709

ARTICLE IX

INCORPORATORS

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Reggie Sellers	9743 Hackamore Boise, Idaho 83709

ARTICLE X

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (1) for any breach of the director's duty of loyalty to the corporation or its shareholders;
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) as provided in Idaho Code § 30-1-48; or
- (4) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS & OFFICERS

The Corporation shall have the authority, in accordance with Idaho state law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such reference shall include his or her personal representatives, executors, and administrators.

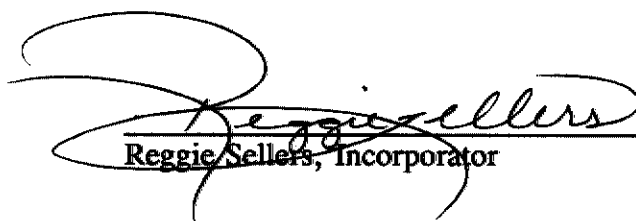
ARTICLE XII

LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 27th day of July, 1995.

INCORPORATOR:


Reggie Sellers, Incorporator

STATE OF IDAHO

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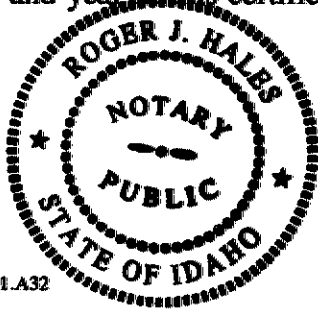
: ss.

County of Ada

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On this 27th day of July, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared Reggie Sellers, known to me to be the person whose name is subscribed to the foregoing 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.



SELLERS/4056E*01.A32


NOTARY PUBLIC

Residing at Boise, Idaho

Expiration Date: 7/26/99