

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

O.D.H. CORP.
File number C 110880

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: June 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

O. D. H. CORP.

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BEING ORGANIZED AS A CLOSED CORPORATION

PURSUANT TO THE GENERAL BUSINESS CORPORATION ACT OF THE IDAHO CODE, TITLE 1, CHAPTER 1, THE UNDERSIGNED INCORPORATORS here ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE: THE NAME OF THE CORPORATION IS O.D. H. CORP..

ARTICLE TWO: THE NAME OF THE REGISTERED AGENT AND ITS REGISTERED OFFICE ARE:

REGISTERED AGENT: MICHAEL SHERIDAN

REGISTERED OFFICE: 37 North Main Street, Victor, Idaho 83455

ARTICLE THREE: THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED is: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho General Business Corporation Act, Idaho CodeSec.30-1-1 et al.

ARTICLE FOUR: PARAGRAPH ONE: The authorized shares shall be:

Class	Series	Par value	Number of shares authorized
common	n/a	no par	100

PARAGRAPH TWO: The preferences, qualifications, limitations, restrictions and the special or relative rights of the shares of each class are:

a) Upon the death of a shareholder, his/her estate shall sell and the surviving shareholder shall purchase all and not less than

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all of the shares owned by deceased shareholder at the time of his/her death. The Purchase price and other terms of the purchase shall be in accordance with the Close Corporation Agreement.

b) If a shareholder intends to transfer any Shares of which he/she is owner to any person other than the corporation or remaining shareholder, he/she shall give 60 days' written notice to the remaining shareholder of his/her intent to transfer shares. The notice, in addition to stating the fact of the intention to transfer shares, shall state (i) the number of shares to be transferred, (ii) the name, business and residence address of the proposed transferee, (iii) whether transfer is for a valuable consideration, and, if so, the amount thereof and the other terms of sale. Within 60 days of the receipt by the remaining shareholder of the notice, he/she may exercise his/her option to purchase all but not less than all of the shares proposed to be transferred. The purchase price and terms of the purchase shall be determined in accordance with the Close Corporation Agreement.

c) If, other than by reasons of a shareholder's death, Shares are transferred by operation of law to any person other than the Corporation or remaining shareholder (such as but not limited to , any shareholder's trustee in bankruptcy, a purchaser at any creditor's or court sale or the guardian or conservator of an incompetent shareholder), the remaining shareholder within 60 days of the receipt by him/her of the actual notice of the transfer, may exercise an option to purchase all but not less than all of the Shares so transferred. The purchase price and the terms of the purchase shall be determined in accordance with the Close Corporation Agreement.

d) Neither shareholder shall encumber nor use any of his/her Shares as security for any loan, except upon written consent of the other shareholder.

e) If any Shares are transferred without providing the remaining shareholder or Corporation with proper notice and the option to purchase the shares in accordance with the Close Corporation Agreement, the Shares shall remain subject to the Close Corporation Agreement as if the shares had not been

transferred and the transferee shall have no rights of ownership.

ARTICLE FIVE:

THE NUMBER OF SHARES TO BE ISSUED INITIALLY, AND THE CONSIDERATION TO BE RECEIVED BY THE CORPORATION THEREFOR, ARE:

**Class Number of Shares Consideration to
 proposed to be issued be received**

Common 51 \$

Common 49 \$

Total \$ _____

ARTICLE SIX:

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO. THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY ARE:

Names Residential Address

MICHAEL SHERIDAN 37 N. Main St., Victor, ID 83455

ELIZABETH BACA 37 N. Main St., Victor, ID 83455

ARTICLE SEVEN:

The term of the Corporation shall be perpetual.

ARTICLE EIGHT:

This Articles of Incorporation shall be executed in Duplicate Originals, one original for recording with the Secretary of State of Idaho and one original for recording in the Corporate Books.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporators here declare, under penalties of perjury, that the statements make in the foregoing Articles of Incorporation are true.

Dated _____, 1995.

Signatures and Names

Post Office Addresses

1.

Elizabeth Baca

1.

PO Box 606

Signature

Street

Elizabeth Baca

Victor ID

Print Name

City, State

2.

Michael H. Sheridan

P.O. Box 606

Signature

Street

Michael H. Sheridan

Victor, ID

Print Name

City, State

Prepared by:
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