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**ARTICLES OF INCORPORATION
OF
PHED Investments, Ltd**

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, in order to form a corporation under the provisions of the Idaho Business Corporation Act, submits the following articles of incorporation to the Idaho Secretary of State.

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation shall be PHED Investments, Ltd (hereinafter referenced as "Company").

**ARTICLE II.
AUTHORIZED SHARES**

The Company is authorized to issue one thousand (1000) shares of stock.

**ARTICLE III.
REGISTERED AGENT**

The Company shall designate a registered agent. The initial registered agent shall be WILLIAM M. BERG, whose address (registered office) is 708 Superior Street, Ste B, Sandpoint ID 83864.

**ARTICLE IV.
INCORPORATOR**

The incorporator is WILLIAM M. BERG whose address is 708 Superior Street, Ste B, Sandpoint ID 83864.

**ARTICLE V.
COMPANY MAILING ADDRESS**

The initial Company mailing address is c/o Berg & McLaughlin, Chtd, 708 Superior Street, Ste B, Sandpoint ID 83864.

IDAHO SECRETARY OF STATE
11/14/2006 05:00
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IDAHO SECRETARY OF STATE
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ARTICLE VI. INITIAL DIRECTORS

The initial Directors are:

Philip de Ridder, 46542 Mac Gregor Place, Chilliwack BC Canada V2R 3Y2

Edward Raedcher, 5821 Sproule Creek Road, Nelson BC Canada V1L 6X9

ARTICLE VII. PURPOSE OF CORPORATION

The Company is organized to engage in the business of business investments and related activities. It may engage in any lawful business, enterprise or activity.

ARTICLE VIII. MANAGEMENT

Company management shall be vested in the Board of Directors. The Board of Directors shall be elected by the shareholders at the annual meeting. The shareholders are limited to (a) electing Directors; (b) adopting and modifying the Bylaws; and (c) modifying the Articles of Incorporation.

ARTICLE IX. BOARD OF DIRECTORS

The Company shall have no less than two (2) Directors unless one hundred percent (100%) of the shares are held by a single shareholder, in which case there may be one (1) Director. The Board shall meet no less often than annually.

ARTICLE X. OFFICERS

The Board of Directors shall elect the Officers. There shall be a President and a Secretary. The Bylaws may specify additional officers.

ARTICLE XI. INDEMNIFICATION

The Company shall indemnify its Officers and Directors from personal liability as the word "liability" is defined Section 30-1-850(5), Idaho Code. The terms of indemnification shall be consistent with the standards for liability set forth in Section 30-1-831, Idaho Code. Directors shall be liable to the Company for unlawful distributions as set forth in Section 30-1-833, Idaho Code. The Company, acting through its Board of Directors, may indemnify employees, agents, trustees and other personnel operating for

or on behalf of the Company. No Officer, Director, or other person shall benefit from indemnification where the action or failure of action constituted (a) an intentional infliction of harm on the corporation or its shareholders, or (b) was an intentional violation of criminal law.

**ARTICLE XII.
MODIFICATION**

These Articles may be amended upon (a) a resolution of the Board of Directors; (b) adoption of the resolution by the Shareholders at a duly called meeting of the Shareholders; and (c) adoption of the resolution by a majority of the shares present and voting, or voted by proxy.

EXECUTED this 13 day of NOVEMBER, 2006.


William M. Berg
Incorporator

STATE OF IDAHO
COUNTY OF BONNER

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) SS.

On this 13 day of November, in the year of 2006, before me, a Notary Public for the state of Idaho, personally appeared William M. Berg, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same.

(Sign)


NOTARY PUBLIC

Residing at: 

My commission expires: July 11, 2012

