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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
ArborCare Resources, Inc.

The undersigned, acting as an incorporator under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this Corporation is ArborCare Resources, Inc.

ARTICLE II.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

ARTICLE IV.

Stock Clauses.

The aggregate number of shares which this Corporation shall have authority to issue is 100 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

ARTICLE V.

Registered Office and Registered Agent.

The address(es) of the registered office of this corporation are:

Physical: 211 4th Ave South, Hailey, Idaho 83333

Mailing: P. O. Box 397 Hailey, Idaho 83333

The name of the initial registered agent of this corporation at that address is

William E. Josey

IDAHO SECRETARY OF STATE

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ARTICLE VI.

Directors.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws and may be one or more individuals, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of two (2) members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
William E. Josey	P. O. Box 397, Hailey, Idaho 83333
Kristin K. Josey	P. O. Box 397, Hailey, Idaho 83333

ARTICLE VII.

Incorporators.

The name and address of the incorporators of this Corporation are:

William E. Josey, P. O. Box 397, Hailey, Idaho 83333.
Kristin K. Josey, P. O. Box 397, Hailey, Idaho 83333.

ARTICLE VIII.

Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have not receive

compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

Section 4. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the corporation may be entitled to indemnification, or in which the liability of a director shall be limited or eliminated.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of a majority of the votes entitled to be cast on the amendment, ether by the directors, or by the directors and shareholders, as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, execute these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 17 day of December 1997.

William E. Josey
William E. Josey

Kristin K. Josey
Kristin K. Josey

STATE OF IDAHO)
 :SS.
County of Blaine)

On this 17 day of December 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared William E. Josey and Kristin K. Josey, known to me to be the persons whose names are subscribed to the within Articles of Incorporation as incorporators, and acknowledged to me that each has executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this Articles of Incorporation first above written.

[Signature]
Notary Public for Idaho
Residing at Blaine County
Commission expires 11-6-2003