

ARTICLES OF INCORPORATION

FILED

OF

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CMF DISTRIBUTING, INC. SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is CMF DISTRIBUTING, INC.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 5000 all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is Denise L. Rosen and its registered agent at that address is 151 Thain Road, Lewiston, Idaho.
4. Incorporator. The names and addresses of the Incorporator is: William Carlson, 1116 Hemlock Avenue, Lewiston, Idaho
5. Voting Entitlement of Shares. (1) Except as provided in sections (2) and (4) of this Article, providing for cumulative voting for votes cast for directors], each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(2) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.
6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of

IDAHO SECRETARY OF STATE

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directors shall be 3, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William Carlson	1116 Hemlock Avenue, Lewiston, ID 83501
Cathy Carlson	1116 Hemlock Avenue, Lewiston, ID 83501
Jo Anne Moss	3350 Clemans Road, Clarkston, WA 99403

7. Corporate purpose. The purposes for which this corporation is organized are to distribute bottled water and other products as it may determine from time-to-time and to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

In witness whereof, I have subscribed these Articles of Incorporation this 2nd day of July, 1998.


WILLIAM CARLSON