

ARTICLES OF INCORPORATION
OF BAREFOOT MOCCASIN CO., INC.

The undersigned acting as the incorporator of a corporation under the Idaho Business Corporation Act §30-1-101 et seq., adopts the following Articles of Incorporation for Barefoot Moccasin Co., Inc.

Article One

The name of the corporation shall be Barefoot Moccasin Co., Inc.

Article Two

The duration of this corporation is perpetual.

Article Three

The Street address of this corporation's initial registered office is 241 Heinrich Lane, Lakefork, Idaho, 83635 and James M. Herold shall be the initial registered agent at that office.

Article Four

This corporation is authorized to issue 1,000 Shares of common stock, having set \$1.00 par value.

Article Five

This corporation is authorized to conduct any lawful business under the laws of the State of Idaho.

IDAHO SECRETARY OF STATE

02/05/2001 09:00
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Article Six

This corporation shall have not less than two nor more than five directors who shall serve according to the By-Laws of this corporation. The initial directors are:

Anna Christensen	P.O. Box 891, McCall, Id.	83638
James M. Herold	P.O. Box 6, Lakefork, Id.	83635
Norma M. Herold	P.O. Box 6, Lakefork, Id.	83635
David J. Herold	P.O. Box 798, Council, Id.	83612

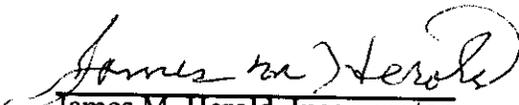
Article Seven

The shareholders of this corporation shall not be liable to the creditors of this corporation for any corporation indebtedness or obligation; and the shares issued shall not be subject to assessment for the purpose of paying expenses of this corporation incurred in conduction its business.

Article Eight

The directors of this corporation shall not be liable to this corporation or to its shareholders for money damages, losses or claims resulting from actions taken, or for the failure to take any action, as a director, except for that specific liability arising from a financial benefit received by a director to which he is now entitled, an intentional infliction of harm to this corporation or its shareholders, a violation of § 30-1-83 Idaho Code, or an intentional violation of criminal law. Additionally, the corporation is permitted to indemnify its directors as to individual liability except as to those matters proscribed by Idaho law.

Dated this 25 of January, 2001.


James M. Herold, Incorporator
PO Box 6
Lakefork, Idaho 83635