

ORIGINAL

**ARTICLES OF INCORPORATION
OF
HARBOUR CENTRE DEVELOPMENT CORPORATION**

FILED

FEB 1 2 35 PM '99

STATE OF IDAHO

1. **Name.** The name of the corporation is Harbour Centre Development Corporation.
2. **Purpose.** The purpose for which the corporation is organized is the transaction of any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.
3. **Authorized Shares.** The aggregate number of shares which the corporation is authorized to issue is two million five hundred thousand (2,500,000) shares of common voting stock.
4. **Preemptive Rights.** Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.
5. **Registered Office.** The registered office of the corporation is 391 North Main Street, Suite 204, Ketchum, Idaho 83340; and its initial registered agent at such address is William Lee Ranill.
6. **Board of Directors.** All corporate powers shall be exercised by or under the authority, and the business and affairs of the corporation managed under the direction, of its Board of Directors, subject to any limitation set forth in any shareholder agreement authorized under Idaho Code Section 30-1-732. Directors need not be residents of the State of Idaho or shareholders of the corporation. The number of directors constituting the initial Board of Directors is one (1); and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

NAME

ADDRESS

William Lee Ranill

391 North Main Street, Suite 204
P.O. Box 3689
Ketchum, ID 83340

The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws.

7. **Incorporator.** The name and address of the incorporator is as follows:

Richard A. Riley
300 N. 6th Street, 2nd Floor
Boise, ID 83702

IDAHO SECRETARY OF STATE

02/08/1999 09:00
CK: 75784 CT: 20168 BH: 185715

1 @ 100.00 = 100.00 CORP # 2

8. **Voting.** Each outstanding share entitled to vote shall be entitled to one (1) vote

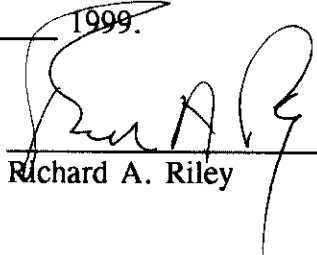
C127451

on each matter submitted to a vote at a meeting of shareholders. All shareholders are entitled to cumulate their votes for directors (that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates).

9. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

10. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833; or (iv) an intentional violation of criminal law.

DATED this 29th day of January 1999.



Richard A. Riley

FARANILLAHARBOURARTICLES.INC


Feb 11 1999
CONSENT TO USE OF CORPORATE NAME

I, Alfred J. Bowen, General Partner of the Harbor Center, Ltd. Limited Partnership, do hereby consent to the use of the following corporate name:

Harbour Centre Development Corporation

It is my understanding that Richard A. Riley has filed Articles of Incorporation on behalf of William Lee Ranill, Director for the Harbour Centre Development Corporation.

In an effort to expedite Mr. Ranill's filing of the Articles of Incorporation for the Harbour Centre Development Corporation, I request the Secretary of State's office accept a facsimile copy of my signature and deem it as an appropriate form of consent that has been submitted in writing.


Alfred J. Bowen, General Partner
Harbor Center, Ltd. Limited Partnership
P.O. Box 899
Post Falls, ID 83843

2-5-99
Date