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# State of Idaho

## Department of State.

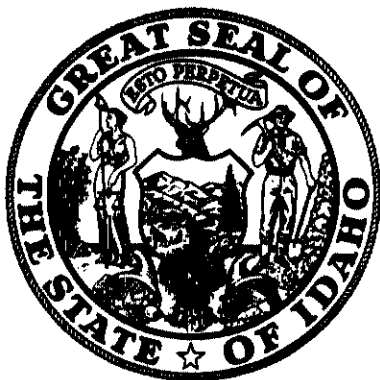
### CERTIFICATE OF INCORPORATION OF

BROKEN ARROW INVESTMENTS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 20, 1991



*Pete T. Cenarrusa*  
\_\_\_\_\_  
SECRETARY OF STATE

by: *Steph Williams*  
\_\_\_\_\_

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SEC. OF STATE

ARTICLES OF INCORPORATION

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OF

BROKEN ARROW INVESTMENTS INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: **BROKEN ARROW INVESTMENTS INC.**

ARTICLE II

The purposes for which the corporation is formed are as follows: For the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, more specifically, to invest monies in various markets.

ARTICLE III

The period of existence of this corporation shall be perpetual.

ARTICLE IV

The location and post office address of the registered office of the corporation in the State of Idaho is: 723 North Fourth Street, Coeur d'Alene, ID 83814, P.O. Box 732, Coeur d'Alene, ID 83814. The name of the registered agent at that address is STEVEN L. REED.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is two hundred and all such shares are to be without par value

ARTICLE VI

The name and post office address of the incorporator is:

NAME

ADDRESS

STEVEN L. REED

P.O. Box 732, Coeur  
d'Alene, ID 83814

ARTICLE VII

The business of the corporation shall be managed and conducted by a Board of Directors of not less than two (2) nor more than nine (9) directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

The Board of Directors shall have authority to issue bonds, debentures, or other obligations of the corporation from time to time for any of the objects or purposes of the corporation and to secure them by mortgage, deed of trust, or pledge of any or all of the real and personal property, rights, privileges, and franchises of the corporation whatsoever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the Board of Directors may deem proper.

The corporation shall have the power to purchase, receive, redeem, or otherwise acquire, own, hold, sell, mortgage, pledge, or otherwise acquire or dispose of and otherwise use and deal in and with its own shares of stock.

ARTICLE VIII

A. Power to Indemnify - Third Party Actions. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Power to Indemnify - Actions Brought in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

C. Right to Indemnification. Any indemnification under clauses (A) and (B) (unless by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (A) and (B). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of

directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

D. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding. Upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

E. Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

F. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

#### ARTICLE IX

In addition to the powers and authority granted to the directors of the Articles of Incorporation and in addition to the powers and authority expressly conferred upon them by statute, the Board of Directors of the corporation shall have additional powers and authority not inconsistent with law as may be set forth in the By-Laws.

#### ARTICLE X

The corporation reserves the right to amend, add to, or

repeal any provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

ARTICLE XI

The initial Board of Directors are composed of the following people whose addresses are specified opposite their names:

<u>NAME</u>	<u>ADDRESS</u>
JOHN FERRISS	P.O. Box 1865 Orofino, ID 83544
WILLIAM HARRELSON	212 E. 2nd, Post Falls, ID 83854
JERRI JOHNSON	HCO-1 Box 49, Nordman, ID 83848
MIKE MEEGAN	P.O. Box 12364, Zephyr Cour, NV 39448
KATHYRN RASCHKE	1501 Brook Dr., Post Falls, ID 83854
STEVEN L. REED	P.O. Box 732, Coeur d'Alene, ID 83814
GRETCHEN HUTCHINGS-ROTH	HC-12, Box 408, Loffs Bay, Coeur d'Alene, ID 83814
SCOTT WESTGATE	1707 1st Street, Post Falls, ID 83854

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 3<sup>rd</sup> day of August, 1991.

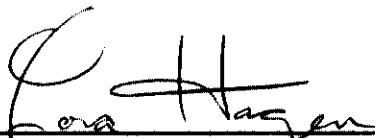
  
STEVEN L. REED

STATE OF IDAHO                    )  
  ) ss.  
County of Kootenai                )

On this 31<sup>st</sup> day of August, 1991, before me the undersigned Notary Public, in and for the State of Idaho, personally appeared STEVEN L. REED, known to me to be the person whose signature appears in the foregoing document and acknowledges to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date last-above written.

(SEAL)

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at: Hayden Lake  
Commission expires: March 1993