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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

Barney & Associates, Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed natural persons of lawful age and citizens of the United
States, for the purpose of forming a corporation pursuant to the
provisions of the Idaho Business Corporation Act (Title 30, Idaho Code)
do hereby certify as follows:

FIRST

The name of the corporation is

Barney & Associates, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized
include the transaction of any or all lawful business for which
corporations may be incorporated under the Idaho Business Corporation
Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have
authority to issue is: One hundred (100) Such shares are to
consist of one class only. The par value of each of such shares
shall be One dollar (\$1.00), which stocks shall not be issued
until fully paid for, and once so issued shall be non-assessable.

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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

32838 N. Priest River Drive

Spirit Lake, ID 83869

The name of the corporation's initial registered agent at such address is: Hilary Blair Barney

EIGHTH

The number of directors constituting the initial Board of Directors is: The Corporation will not have a board of directors

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Hilary Blair Barney

ADDRESS 32838 North Priest River Drive, Spirit Lake, ID 83869

NAME Linda L. Barney

ADDRESS 32838 North Priest River Drive, Spirit Lake, ID 83869

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 22 day of July, 2002.

Hilary Blair Barney

Hilary Blair Barney

Incorporator

Linda L. Barney

Linda L. Barney

Incorporator

Incorporator

Incorporator

STATE OF IDAHO

County of Kootenai

)
) ss. Barney & Associates, Inc.
)

On this 22 day of July, 2002.

before me, the undersigned, a Notary Public in and for said state,
personally appeared

Hilary Blair Barney

Linda L. Barney

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

