

**FILED EFFECTIVE**

Articles of Incorporation  
Of

**McGraw Management Company, Inc.**

2003 JUN 11 AM 8:19

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation.

Article I. Name

The name of the Corporation is **McGraw Management Company, Inc.**

Article II. Period of Duration

The period of duration of the corporation is perpetual.

Article III. Purposes and Powers

Section 1. The purpose for which the Corporation is organized is: the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

Article IV. Authorized Shares

Section 1. Number. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is **1000**. The stock shall have no par value.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

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Section 3. Stock Non assessable. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them record.

#### Article V. Preemptive Rights

Shareholders of the Corporation shall have preemptive 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, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

#### Article VI. Registered Office

The address of the initial registered office of the Corporation is **c/o David McGraw, 102 E A., Troy, ID 83871** and the name of its initial registered Agent is **David McGraw.**

#### Article VII. Board of Directors

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors shall be 2, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

**David McGraw**

**P.O. Box 154, Troy, ID 83871**

Article VIII. Incorporator

The Name(s) of the incorporator(s) is (are) as follows:

David McGraw P.O. Box 154, Troy, ID 83871  
Leslie McGraw P.O. Box 154, Troy, ID 83871  
Derek McKinney P.O. Box 154, Troy, ID 83871

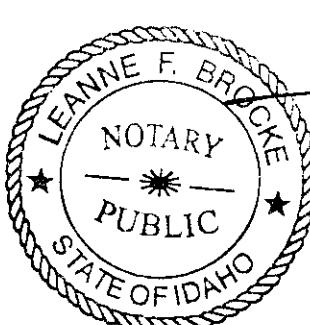
Dated this 5/29/2003

David McGraw

Leslie McGraw

Derek McKinney

Subscribed and sworn to before me this 3rd day of June, 2003.



Leanne F. Brocke  
Notary Public for the State of Idaho  
Residing in Troy, Idaho  
Notary expires 5-16-03

5/29/2003

State of Idaho  
Secretary of State  
700 West Jefferson  
Basement West  
P.O. Box 83720  
Boise, Idaho 83720-0080

Dear Sir:

Please file Articles of Incorporation for and in behalf of **McGraw Management Company, Inc.** Effective date will be **05/01/03**. Enclosed you will find two copies of the Articles of Incorporation. Also enclosed you will find signature of the President of the Corporation (notarized).

Thank You,

  
President

Mail to:

**McGraw Management Company, Inc.**  
**c/o Merrick Tax & Financial Services, LLC**  
**1100 Garrity Blvd.**  
**Nampa, ID 83687**