

ARTICLES OF INCORPORATION

**Big Trees R Us, Inc.**

**FILED/EFFECTIVE**

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STATE OF IDAHO

To: The Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the Idaho Business Corporation Act, submits the following articles of incorporation:

**FIRST:** The name of the corporation is **Big Trees R Us, Inc.**

**SECOND:** The number of shares which the corporation is authorized to issue is ONE MILLION (1,000,000) shares.

**THIRD:** 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, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall first be offered to the shareholders of the corporation.

**FOURTH:** The street address of the initial registered office of the corporation is 2015 N. Polk Extension, Moscow, Idaho 83843, and its registered agent at such address is Wayne Robinson.

**FIFTH:** The number of Directors constituting the initial Board of Directors of the corporation is two (2); and, the names and addresses of the persons to serve as Directors are:

Wayne Robinson

P.O. Box 9744  
Moscow, Idaho 83843

Sheryl Robinson

P.O. Box 9744  
Moscow, Idaho 83843

**SIXTH:** The name and post office address of the incorporator of this corporation is as follows: Wayne Robinson, P.O. Box 9744, Moscow, Idaho 83843.

**SEVENTH:** The mailing address of the corporation shall be P.O. Box 9744, Moscow, Idaho 83843.

**EIGHTH:** Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and another corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any Director of the corporation is pecuniarily or otherwise interested in, or is director or officer of, such other corporation; any Director individually,

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IDAHO SECRETARY OF STATE

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or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and any Director of the corporation who is also a director or officer of such corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

**NINTH:** Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

**TENTH:** Without in any way limiting the provisions of Idaho law, any director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

**ELEVENTH:** Directors and officers of the corporation shall be indemnified by the corporation for their actions as directors and officers to the maximum extent permitted by Idaho law.

DATED this 15<sup>TH</sup> day of December, 2000.

  
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Wayne Robinson, Incorporator