

ARTICLES OF INCORPORATION

FILED

Judy's House of June, Inc.

98 JUN 3 10:07 AM
STATE OF IDAHO

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Business Corporations Act adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **Judy's House of June, Inc.**

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

The purpose or purposes for which this corporation is organized are the transactions of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation shall divided into 100 shares of no par value stock and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

IDAHO SECRETARY OF STATE

05/18/1998 09:00
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ARTICLE V

PREEMPTIVE RIGHTS

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers or employees pursuant to an employment plan approved by the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI

SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS

6.1. Code of By-Laws. The initial code of by-laws of this corporation shall be adopted by the directors. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders, but the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the shares outstanding shall be necessary to exercise the power. The by-laws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2. Amendment of Articles. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of sixty-six and two thirds percent (66 2/3%) of the total shares of the corporation.

6.3. Quorum. In all cases where a quorum of shareholders is required by statute or by law, the holders of fifty percent (50%) of the total shares of the corporation entitled to vote must be present to constitute a quorum.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 258 Stone Run Lane, Idaho Falls, Idaho, 83404. The name of the initial registered agent at that office is Judith L. Vincent.

ARTICLE VIII

BOARD OF DIRECTORS

The initial board of directors shall consist of the following: one director who shall serve as the director of the corporation until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

Judith L. Vincent	258 Stone Run Lane Idaho Falls ID 83404
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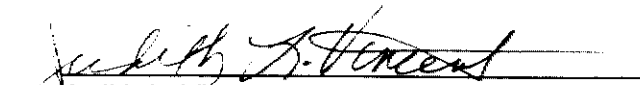
ARTICLE IX

INCORPORATORS

The name and address of the sole incorporator of the corporation is:

Judith L. Vincent	258 Stone Run Lane Idaho Falls ID 83404
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IN WITNESS WHEREOF, the undersigned being the sole incorporator of this corporation, executes these Articles of Incorporation in triplicate and certifies to the truth of the facts therein stated this 2 day of June, 1998.



Judith L. Vincent

STATE OF IDAHO)
County of Bonneville) ss.

On this 2nd day of June, 1998, before me, the undersigned Notary Public for the State of Idaho, personally appeared Judith L. Vincent, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

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

(SEAL)


Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: 8-1-2000

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