

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

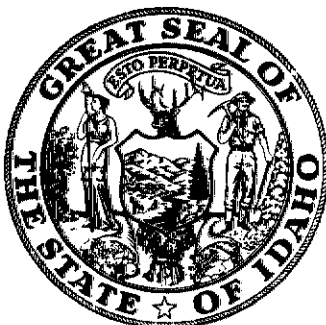
GOLDEN DRAGON ENTERPRISES INC.

File number C 107799

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 27, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Siebel*

**ARTICLES OF INCORPORATION**

of

**GOLDEN DRAGON ENTERPRISES INC.**

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**ARTICLE I**

The name of this corporation is GOLDEN DRAGON ENTERPRISES INC.

**ARTICLE II**

The principal office and place of business of this corporation in Idaho shall be located at 800 Airport Way, Sandpoint, Idaho 83864. Offices for the transaction of any business of the corporation, and where meetings of the Board of Directors and of the stockholders may be held, may be established and maintained in any other part of the State of Idaho, or in any other state, territory or possession of the United States of America, or in any foreign country as the Board of Directors may, from time to time, determine.

**ARTICLE III**

The nature of the business and the object and purpose proposed to be transacted, promoted or carried on by the corporation is:

A. to engage in any lawful activity.

**ARTICLE IV**

The capital stock of this corporation shall consist of two thousand five hundred (2,500) shares one class of common stock, without nominal or par value, all of which stock shall be entitled to voting power.

**ARTICLE V**

The members of the governing board of this corporation shall be styled "Directors." The Board of Directors shall consist of at least one (1) but no more than three (3) persons. The names and post office addresses of the first Board of Directors of this corporation and the incorporators signing these Articles are:

**Name:**

**Address:**

**Les Denning**

**800 Airport Way  
Sandpoint ID. 83864**

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The number of Directors of this corporation may, from time to time, be increased or decreased by an amendment to the Bylaws in that regard and without the necessity of amending the Articles of Incorporation. A majority of the Directors in office, present at any meeting of the Board of Directors, duly called, whether regular or special, shall always constitute a quorum for the transaction of business, unless the Bylaws shall otherwise provide.

#### **ARTICLE VI**

The name and address within the State of Idaho of this corporation's initial resident agent shall be: Les Denning, 800 Airport Way, Sandpoint, ID. 83864.

#### **ARTICLE VII**

The capital stock of the Corporation, after the fixed consideration thereof has been paid or performed, shall not be subject to assessment, and the stockholders of this corporation shall not be individually liable for the debts and liabilities of the corporation, and the Articles of Incorporation shall never be amended as to the aforesaid provisions.

#### **ARTICLE VIII**

This corporation shall have perpetual existence.

#### **ARTICLE IX**

A resolution, in writing, signed by all the members of the Board of Directors, shall be, and constitute action by the said Board of Directors to the effect therein expressed, with the same force and effect as though such resolution has been passed at a duly convened meeting, and it shall be the duty of the Secretary to record every such resolution in the Minute Book under its proper date.

#### **ARTICLE X**

In the absence of fraud, no contract or other transaction of the corporation shall be affected by the fact that any of the Directors of the corporation are in any way interested in, or connected with, any other party to such contract or transaction, or are themselves, parties to such contract or transaction, provided that this interest in any such contract or transaction of any such director shall at any time be fully disclosed or otherwise known to the Board of Directors; and each and every person who may become a Director of the corporation is hereby relieved of any liability that might otherwise exist from contracting with the corporation for the benefit of themselves or any firm, association or corporation in which they may be in any way interested.

#### **ARTICLE XI**

The Board of Directors shall have the power and authority to make and alter, or amend the Bylaws, to fix the amount, in cash or otherwise, to be reserved as working capital to authorize and cause to be executed mortgages and liens upon the property and franchises of the corporation.

#### **ARTICLE XII**

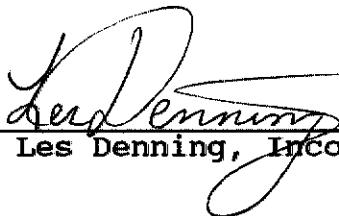
In the absence of intentional misconduct, fraud or knowing violation of the law, no director or officer shall be liable to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, or for any loss or damage suffered by the corporation on account of any action taken or omitted to be taken by themselves as director or officer of the corporation.

#### **ARTICLE XIII**

Every person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the corporation to the fullest extent legally permissible under the Idaho Business Corporations Act of the State of Idaho, as amended from time to time, against all expenses, liabilities and losses (including attorney's fees, judgments, fines and amounts paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquired and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaws, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article. The Board of Directors may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the Idaho Business Corporations Act of the State of Idaho, as amended from time to time, and may cause the corporation to purchase and maintain insurance on behalf of any person who 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 or officer of another corporation, or as a representative in a partnership, joint venture, trust or other

enterprise against any liability asserted against such person and incurred in any such capacity arising out of such status, whether or not the corporation would have the power to indemnify such person against such liability.

Dated: August 1, 1994

  
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Les Denning, Incorporator