

FILED/EFFECTIVE

FEB 9 11 42 AM '00

ARTICLES OF INCORPORATION  
OF  
EIGHT BALL, INC.

The undersigned, acting as incorporator of **EIGHT BALL, INC.**, a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation is **EIGHT BALL, INC.**
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose or purposes for which the Corporation is organized are not for profit, educational purposes and all other lawful businesses for which a not for profit corporation may be incorporated under the Idaho Business Corporation Act and as such may be amended.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock, one vote per share, an aggregate total capital of ten thousand and no/00 dollars (\$10,000.00).
- FIFTH:** Provisions denying preemptive rights are: There are no preemptive rights.
- SIXTH:** Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall set the number of and qualifications of Directors and Officers and shall set forth any restrictions, if any, on the transfer of shares.
- SEVENTH:** The address of the initial registered office of The Corporation is 1002 E.Washington Street, Boise, Idaho, 83712 and the name of the initial registered at such address is 1002 E.Washington Street, Boise, Idaho, 83712. *Jenni York*
- EIGHTH:** The number of directors constituting the initial Board of Directors of the Corporation is as set forth in the By-Laws, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and shall qualify are:

IDaho SECRETARY OF STATE

02/07/2000 09:00  
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ARTICLES OF INCORPORATION - 1  
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<u>NAME</u>	<u>ADDRESS</u>
Mitch York	1002 E. Washington St. Boise, Idaho 83712

Jenni York	1002 E. Washington St. Boise, Idaho 83712
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**NINTH:** The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
A.L. Lyons	1199 Shoreline Lane Boise, Idaho 83701

**TENTH:** No Director shall be liable to the corporation or its shareholders for any action taken or any failure to take any action, as a Director, except liability for:

1. The amount of a financial benefit received by a director to which he is not entitled;
2. An intentional infliction of harm on the Corporation or the Shareholders;
3. A violation of Section 30-1-833, Idaho Code; or
4. An intentional violation of criminal law; and

**ELEVENTH:** A provision permitting or making obligatory indemnification of a director for liability, as defined in Section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

1. Receipt of a financial benefit to which he is not entitled;
2. An intentional infliction of harm on the corporation or its shareholders;
3. A violation of Section 30-1-833, Idaho Code; or
4. An intentional violation of criminal law.

DATED this 1 day of February, 2000.

INCORPORATOR

Mitch York  
Mitch York

INCORPORATOR

Jenna York  
Jenna York

DATED this 9 day of February, 2000.

INCORPORATOR

A.L. LYONS