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ARTICLE V

**PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have preemptive and preferential rights of subscription of any shares of the Corporation, whenever now or hereafter authorized, or to 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 2498 S. Bayou Bar Way, and the name of its initial registered agent is Bryan L. Hoopes.

ARTICLE VII

**BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be as specified in the By-Laws. The number of Directors constituting the initial Board of Directors is Two (2) and the name and address of the persons who are to serve as Directors until the first annual meeting or until their successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Bryan L. Hoopes	2498 S. Bayou Bar Way, Meridian, Ada, Idaho 83642
Eva M. Hoopes	2498 S. Bayou Bar Way, Meridian, Ada, Idaho 83642

ARTICLE VIII

**INCORPORATOR**

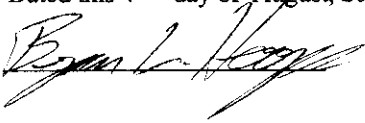
Bryan L. Hoopes	2498 S. Bayou Bar Way, Meridian, Idaho 83642
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ARTICLE IX

**SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

Dated this 4<sup>th</sup> day of August, 2000.

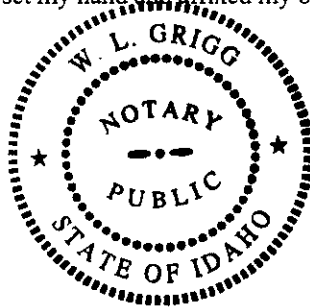


State of Idaho                     )  
  :SS  
County of Canyon                )

On this 4<sup>th</sup> day of August, 2000, before me the undersigned notary public in and for the State of Idaho, personally appeared Bryan L. Hoopes., 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 above written herein.

  
Notary Public for Idaho



Residing at Nampa  
My commission expires: 8/29/2000