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SECRETARY OF STATE
STATE OF IDAHO

FEATHERSTON LAW FIRM
DANIEL P. FEATHERSTON
BRENT C. FEATHERSTON
P. O. BOX 1820
BONNERS FERRY, IDAHO 83805
(208) 267-3127

ARTICLES OF INCORPORATION
OF

A & D ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents of the United States of America, do under and in pursuance of Chapter 1 of Title 30, Idaho Code and as hereafter amended, and general corporation laws of the State of Idaho hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

NAME

The name of the corporation is A & D ENTERPRISES, INC.

II.

DURATION

The duration of the corporation is perpetual.

IDAHO SECRETARY OF STATE

III. 09/12/1997 09:00
OK: 2870 CT: 65899 RH: 38001

PURPOSES 1 @ 100.00 = 100.00 CORP

The purpose of this organization shall be: C 120855

ARTICLES OF INCORPORATION

Featherston Law Firm
Daniel P. Featherston
Brent C. Featherston*
Attorneys at Law
Peter B. Wilson
of Counsel
6426 Kootenai Street
P.O. Box 1820
Bonners Ferry, Idaho 83805
(208) 267-3127

*Licensed in
Idaho & Washington

To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description and other articles and items useful to or desirable for patrons of such a service station; as well as to merchandise, sell, offer for sale, and distribute food and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes and to generally deal in groceries and grocery products, and to that end obtain all permits, licenses or other regulatory indications of authority to engage in such activities.

To engage in any commercial, industrial, and agricultural enterprise calculated or designated to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in any activity or exercise any authority and/or power permitted or authorize of corporation under the laws of the State of Idaho and particularly Chapter 1 Title 30 Idaho as it now, this date exists or may hereafter be amended.

IV.

LOCATION

The location is in Boundary County, Idaho; and the street address of the registered office of the corporation in the State of

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Idaho is 6603 Main Street, and the mailing address is Route 4 Box 5030, Bonners Ferry, Idaho. The name of the registered agent is Allen Sandaker and he resides at and receives his mail at the registered office of the said corporation.

V.

CAPITALIZATION

The total authorized number of shares is 10,000 no par shares. The stock shall be non-assessable.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in a single class and each of said shares shall be entitled to one vote, with the owner of said shares determined by the name standing on the books of this corporation at the date thirty (3) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

DIRECTORS

The corporate powers of this corporation shall be vested in a Board of one (1) director, unless all of the shares of the corporation are owned beneficially and of record by either two or more shareholders. In such case the number of directors shall be the same as the number of shareholders, to be elected as provided

ARTICLES OF INCORPORATION

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in the By-laws of this corporation. The number of directors, however, will not exceed five (5) unless the By-laws be amended to so provide. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors.

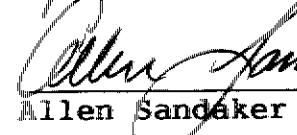
VIII.

INCORPORATORS

The incorporators and temporary Directors of this corporation, together with the number of shares subscribed for by each, are as follows:

<u>NAME & ADDRESS</u>	<u>CLASS</u>	<u>SUBSCRIPTION</u>
Allen Sandaker Route 4 Box 5030 Bonners Ferry, ID 83805	Common	1
Dayle Sandaker Route 4 Box 5030 Bonners Ferry, ID 83805	Common	1

DATED this 10th day of September, 1997.


Allen Sandaker


Dayle Sandaker

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STATE OF IDAHO)
) ss.
County of Boundary)

On this 10th day of September, 1997, before me, the undersigned Notary Public, personally appeared **ALLEN SANDAKER** and **DAYLE SANDAKER**, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Roberta Bowen
Notary Public for Idaho
Residing at Bonners Ferry
Com. Expires: 9-5-03

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