

FILED

99 FEB -8 PM 2:46

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
THE TRAVELING TAPERS, INC.

1. Name. The name of the corporation is The Traveling Tapers, Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 10,000, no par, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 8411 Sagle Road, Sandpoint, Idaho 83864, and its registered agent at that address is Kerry B. Howell.
4. Incorporators. The names of the incorporators are Kerry B. Howell and Margaret F. Howell and the incorporator's address is P.O. Box 425, Sagle, Idaho 83860.
5. Voting Entitlement of Shares.

(A) Except as provided in sections (b) and (d) of this Article each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

(B) This corporation is not entitled to vote treasury shares. The shares of this corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

(C) Section (b) of this Article does not limit the power of this corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(D) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

(E) This provision shall continue as a binding provision until there be adopted and in force laws which make provisions for the governance of voting as provided for herein at such time the provisions of Article 5, ~~then in effect~~ ^{then in effect} further force and effect it being the intent and purposes of the incorporators that the law as so adopted shall thereafter be determinative of these issues.

ARTICLES OF INCORPORATION

Featherston Law Firm

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

* Licensed in
Idaho & Washington

1 @ 100.00 = 100.00 CORP # 2

C127484

6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2). The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be fewer than one (1). When there are established by the bylaws, to be two or more directors, their terms of office shall be established to that each year not less than one-third (1/3) nor more than one-half (1/2) of the terms of office are designated for re-election.

Directors need not be residents of the State of Idaho or shareholders of the corporation.

The names and addresses of the persons to serve as directors until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Kerry B. Howell	P.O. Box 425, Sagle, ID 83860	2 years
Margaret F. Howell	P.O. Box 425, Sagle, ID 83860	1 years

7. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

8. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

9. Preemptive Rights. The corporation elects to have preemptive rights.

10. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

11. Limitation of Liability. No director shall be liable to the corporation

ARTICLES OF INCORPORATION

2

Featherston Law Firm

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

* Licensed in
Idaho & Washington

