#### ARTICLES OF INCORPORATION OF SILVER STONE LAND COMPANY

2006 FEB 14 AM 11: 19

SECRETARY OF BOARD

The undersigned executes the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Business Corporation Act.

#### ARTICLE I

Name

The name of this corporation is SILVER STONE LAND COMPANY.

#### **ARTICLE II**

**Authorized Capital** 

This corporation is authorized to issue, in the aggregate, 10,000 shares of a single class of voting common stock.

# ARTICLE III No Preemptive Rights

The owners of shares of stock of this corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends or otherwise.

# ARTICLE IV Noncumulative Voting

Each shareholder entitled to vote at any election for directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, but no shareholder shall be entitled to cumulate his votes.

### ARTICLE V Bylaws

The board of directors shall have full power to adopt, alter, amend, or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to alter, amend, or repeal the bylaws or adopt new bylaws.

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### ARTICLE VI Amendment of Articles

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of this corporation are granted subject to this reservation.

## ARTICLE VII Transactions With Interested Parties

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders and with corporations, associations, firms, and entities in which they are or may be or become interested as directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such director, officer, or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers), the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be disclosed or known to the board of directors of this corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm, or entity shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation.

# ARTICLE VIII Registered Office and Agent

- A. The street address of this corporation's initial registered office is 3716 Miners Loop, Coeur d'Alene, Idaho 83815.
- B. Wade P. Jacklin is the corporation's initial registered agent at its initial registered office.

#### ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Name

**Address** 

Christopher G. Varallo

422 West Riverside, Suite 1100

Spokane, WA 99201

## ARTICLE X Initial Directors

There shall be two initial directors, whose names and addresses are as follows:

Wade P. Jacklin 3716 Miners Loop Coeur d'Alene, Idaho 83815 Jon Harper 608 Coles Loop Post Falls, Idaho 83854

HRISTOPHER G. VARALLO

DATED this 14th day of February, 2006.

ARTICLES OF INCORPORATION - 3