

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

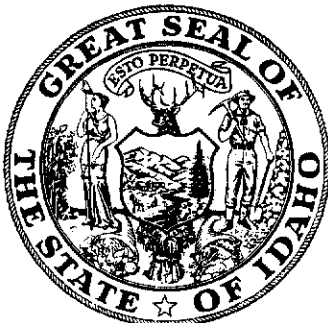
NEW VENTURES INC.

File number C 116233

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 28, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herold*

ARTICLES OF INCORPORATION

OF

AUG 22 8 39 AM '96

SECRETARY OF STATE  
STATE OF IDAHO

IDAHO SECRETARY OF STATE  
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The undersigned, being of legal age and a citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby adopts the following:

ARTICLE I

NAME

The name of the Corporation shall be: **NEW VENTURES INC.**

ARTICLE II

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The corporation is formed for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Code).

ARTICLE IV

AUTHORIZED SHARES

The authorized capital stock of the Corporation shall consist of 10,000 shares of the common stock with no par value.

ARTICLE V

PREEMPTIVE RIGHTS

The holders of shares of common stock of the Corporation shall be entitled to any preemptive rights to subscribe to any unissued stock or any other securities which the Corporation may now or here after authorized to be issued.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be: HCO 5 BOX 46, Priest River, Idaho 83856

Agent name is: Leanna (Vickie) Linton

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SECRETARY OF STATE  
STATE OF IDAHO

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## ARTICLE VII

### BOARD OF DIRECTORS

SECRETARY OF STATE

~~STATE OF IDAHO~~ of directors constituting the Board of Directors of this Corporation shall not be less than (1) nor more than nine (9), as shall be set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of one member. The name and address of the person who is to service as director until the first annual meeting of the shareholder and until their successors shall have been elected and qualified, is as follows:

Leanna (Vickie) Linton  
HCO 5 BOX 46  
Priest River, Idaho 83856

## ARTICLE VIII

### CUMULATIVE VOTING

There shall be no cumulative voting allowed in elections of directors or for any other purpose.

## ARTICLE IX

### LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Idaho Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for conduct as a Director. Any amendment to or repeal of this Article IX shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

## ARTICLE X

### INCORPORATION

The name and address of the incorporator is:	
Michael W. Linton SR.	Leanna (Vickie) Linton
P.O. Box 155	HCO 5 BOX 46
Priest River, Idaho	Priest River, Idaho
83856	83856

## ARTICLE XI

### BYLAWS

The initial Bylaws of the Corporation shall be adopted by its Board of Directors at the organizational meeting of the Directors. The Board of Directors shall be vested with the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws.

EXECUTED this 22 day of January, 1996.

Michael W. Linton Sr.      Leanna (Vickie) Linton