

**FILED EFFECTIVE**

2007 MAY 21 AM 8:37

**ARTICLES OF INCORPORATION**

**OF**

**SECRETARY OF STATE  
STATE OF IDAHO**

**IMAGINE ARGENTINA, INC.**

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation is **IMAGINE ARGENTINA, INC.**

**ARTICLE 2**

**PURPOSE**

The purpose of the corporation is to provide recreational and educational workshops and tours in the nation of Argentina. The further purpose of the corporation is the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the power or purposes mentioned herein.

IDAHO SECRETARY OF STATE  
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**C173220**

The corporation may purchase, own, hold, lease, sell, or acquire an interest in real property.

The corporation may enter contracts of any kind for the performance of any act customarily performed or done by a legal entity in the State of Idaho.

The corporation may conduct business and otherwise carry out its purposes and exercise its powers in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country, and it may limit the purpose or powers that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States, or any foreign country.

### ARTICLE 3

#### DURATION

The period of duration of the corporation is perpetual.

### ARTICLE 4

#### REGISTERED OFFICE AND AGENT

The address of the corporation's initial Registered Office is 201 North First Street, Apt. 7, Coeur d'Alene, Kootenai County, State of Idaho, 83814.

The name of the corporation's initial Registered Agent at the address of the Registered Office is Wendy S. Simpson.

## ARTICLE 5

### AUTHORIZED SHARES

The aggregate number of shares the corporation shall have authority to issue is one thousand (1,000) shares of common stock without par value, the same to be of one class.

The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the common stock.

No dividends shall be paid on the common stock in any medium under any of the following circumstances: (1) if the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or (2) if the corporation is, or is thereby rendered incapable of paying its debts as they become due in the course of its business.

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever, and shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

At each election for the Board of Directors, every holder of common stock shall have the right to vote, in person or by proxy, the number of shares registered in his/her name for as many persons as there are directors to be elected and for whose election he/she has the right to vote, or to cumulate his/her votes by giving one candidate as many votes as the number of such directors multiplied by the number of his/her shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

Shares may be issued for any consideration authorized by law. The determination of the Board of Directors as to the adequacy of consideration shall be conclusive as to whether or not the shares are validly issued, fully paid, and non-accessible.

## ARTICLE 6

### BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall not exceed five (5). The name and address of the persons who are to serve as directors until his/her successors are elected at the organizational meeting of the shareholders is:

Name

Address

Richard M. Simpson

P.O. Box 3521, Coeur d'Alene, Idaho 83816

Wendy S. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816
Andrew D. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816
Matthew P. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816

## ARTICLE 7

### INCORPORATORS

The name and address of the initial, statutory incorporators are:

<u>Name</u>	<u>Address</u>
Richard M. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816
Wendy S. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816
Andrew D. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816
Matthew P. Simpson	P.O. Box 3521, Coeur d'Alene, Idaho 83816

## ARTICLE 8

### RESTRICTIONS ON STOCK TRANSFER

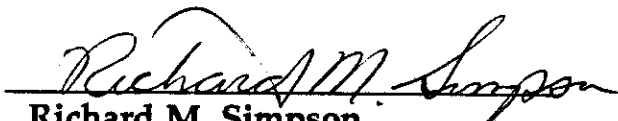
No shareholder shall pledge, mortgage, sell, or transfer any common stock unless it shall first be offered to the corporation, and second, unless it shall be offered to the remaining shareholders (after offering the same to the corporation without effectuating such transfer), in the same proportion as their respective stock interests, at a price no greater than a bonafide offer by any third person.

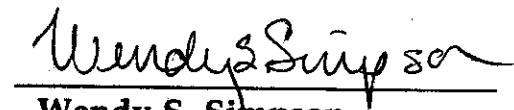
ARTICLE 9

REGULATION OF INTERNAL AFFAIRS

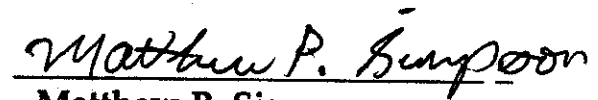
The initial by-laws shall be adopted by the board of directors at the organizational meeting of the shareholders. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the corporate laws of the State of Idaho or these articles of incorporation.

EXECUTED in duplicate on the 1st day of May 2007.

  
Richard M. Simpson  
Statutory Incorporator

  
Wendy S. Simpson  
Statutory Incorporator

  
Andrew D. Simpson  
Statutory Incorporator

  
Matthew P. Simpson  
Statutory Incorporator