

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF

2004 FEB -4 PM 2:08

STATE
OF IDAHO

NESPELEM W.F.F., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens 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 certify as follows:

FIRST

The name of the corporation is

Nespelem W.F.F., Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

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

FOURTH

The aggregate number of shares, which the corporation shall have authority to issue is: Fifty Thousand (50,000) Such shares, are to consist of one class only. The par value of each of such shares shall be \$.01, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE
02/04/2004 05:00
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

32168 N. 5th Ave. (Mail - P. O. Box 85)

Spirit Lake, ID 83869

The name of the corporation's initial registered agent at such address is: Roxanna Michalski

EIGHTH

The number of directors constituting the initial Board of Directors is: Two (2)

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Sharon Bart-Waggoner

ADDRESS 24638 N. Clagstone Rd., Athol, ID 83801

NAME Richard Waggoner

ADDRESS 24638 N. Clagstone Rd., Athol, ID 83801

NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Sharon Bart-Waggoner
ADDRESS 24638 N. Clagstone Rd., Athol, ID 83801
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our
hand(s) and seal(s) this 29th day of January 2004.


Incorporator

Incorporator

Incorporator

Incorporator

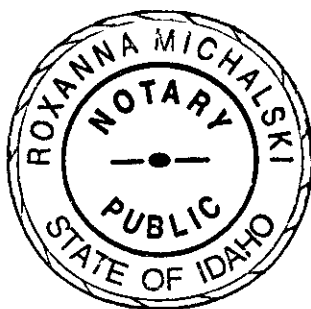
STATE OF IDAHO)
) ss.
County of Kootenai)

On this 29th day of January, 20 04,
before me, the undersigned, a Notary Public in and for said
state, personally appeared

Sharon Bart-Waggoner

known to me to be the person(s) whose name(s) is/are
subscribed to the within and foregoing instrument, and
acknowledged to me that (t)he(y) executed the same, and
that (t)he(y) was/were (a) person(s) of lawful age and
citizen(s) of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal the day and year in this
certificate first above written.



Roxanna Michalski
Notary Public for the State of Idaho
Residing at: Spirit Lake, ID
My Commission expires: 7/11/08