

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
Lupine Corporation**

2006 OCT 30 AM 10:34

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is: **Lupine Corporation**
2. The duration of the corporation is perpetual.
3. The aggregate number of shares which the corporation shall have the authority to issue is one hundred thousand shares of common stock, being all of one class, with a par value of \$.001 per share.
4. There are no limitations or denials of preemptive rights.
5. The purpose of the corporation is the transaction of any or all lawful business for Which corporations may be incorporated under the Idaho Business Corporations Act.
6. The initial registered agent of this corporation shall be located at: 520 S. Oakwood Drive , Preston, Idaho 83263 and the name of the registered agent at that address is I. Brent Dodge.
7. The name and address of the incorporator is: I. Brent Dodge, P.O. Box 347, Preston, Idaho 83263.
8. The corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and it officers shall be established by the Bylaws of the corporation. The Board of Directors shall have the authority to amend the Bylaws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of tow-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder in the corporation.

The names and addresses of the initial directors of the corporation are;
I. Brent Dodge, P.O. Box 347 , Preston, Idaho 83263

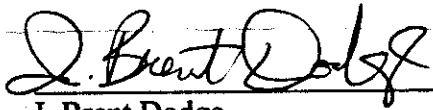
IDAHO SECRETARY OF STATE
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9. No Director of the corporation or stockholder, may be liable for monetary damages for breach of a fiduciary duty except as follows:

- (a) Breach of director's duty of loyalty to the corporation or its stockholders.
- (b) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law.

10. The Mailing address of the corporation shall be: P.O. Box 347, Preston, Idaho, 83263



I. Brent Dodge
Lupine Corporation, Incorporator

Dated: _____

10/25/06