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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
KINDLER PROPERTIES LTD.**

The undersigned Incorporator, desiring to form a corporation under the Idaho Business Corporation Act of the State of Idaho, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is **Kindler Properties Ltd.**

**ARTICLE II
PURPOSES**

The purposes for which this corporation is formed is to engage in any lawful business authorized and provided by the provisions of § 30-1-302, Idaho Code, including the exercise of those emergency powers as are authorized pursuant to § 30-1-303, Idaho Code.

**ARTICLE III
DURATION**

The duration of the corporation is perpetual.

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ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial Registered Office in Idaho is:

Kindler Properties Ltd.
7327 Valley
Dalton Gardens, ID 83815.

The Registered Agent for and on behalf of Kindler Properties Ltd. is Frederick
L. Kindler, whose address is:

7327 Valley
Dalton Gardens, ID 83815.

ARTICLE V
STOCK

The aggregate number of shares of stock which the corporation shall be authorized to issue is two thousand five hundred (2,500) shares of common stock. The stock shall have a par value of ONE HUNDRED DOLLARS (\$100.00) per share. The authorized capital of the corporation shall be TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.00). All stock shall possess equal voting rights. No capital stock shall be assessable. The rights of holders of stock in the corporation shall have pre-emptive rights in accordance with the provisions of § 30-1-26, Idaho Code.

ARTICLE VI DIRECTORS

The number of Directors constituting the initial Board of Directors shall be one

(1). The name and address of the person who shall serve as Director until the first Annual Meeting of shareholders or until their successors are elected and qualified shall be:

Frederick L. Kindler
7327 Valley
Dalton Gardens, ID 83815.

ARTICLE VII INCORPORATORS

The name and address of the Incorporator is:

Frederick L. Kindler
7327 Valley
Dalton Gardens, ID 83815.

ARTICLE VIII LIABILITY OF DIRECTOR

The Bylaws of the corporation duly and regularly adopted may authorize and make provision for the indemnification of the Director pursuant to § 30-1-851, Idaho Code. Additionally, the Bylaws may provide and authorize, by Resolution, the indemnification of Officers of the corporation pursuant to § 30-1-856, Idaho Code.

By Resolution, the Director may provide for the advancement of expenses for and on behalf of the Director and/or Officers pursuant to § 30-1-853, Idaho Code.

ARTICLE IX STOCK TRANSFER

It is expressly provided that no person will be eligible to be a stockholder of the corporation, except the original shareholders, their heirs or persons designated by the Board of Directors.

It is also a part of the contract of subscription for shares in this corporation for the purchase of stock by each subscriber or purchaser that in order to carry out the provisions of this section, every shareholder or stockholder, before selling the stock belonging to them, will offer to sell the stock to the corporation at a value to be determined by a Stock Purchase Agreement and pursuant to the terms and conditions thereof as may be effected between the corporation and shareholders and between shareholders. Any attempted sale or transfer of stock to a person or persons ineligible to own stock in this corporation will be void.

The corporation reserves the right to purchase, at the value of a Stock Purchase Agreement, shares of stock which may, by any means or method, become the property of persons, corporations, or associations ineligible to be stockholders in this corporation.

The provisions of this section, as to the restriction upon stock transfer shall be endorsed upon every Certificate of Stock issued by this corporation.

ARTICLE X EXECUTION

These Articles of Incorporation are executed in triplicate on the 11th day of February, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator of the above-named corporation has hereunto signed these Articles of Incorporation on this 11th day of February, 1999.



FREDERICK L. KINDLER

STATE OF IDAHO)

: ss.

County of Kootenai)

On this 11 day of February, 1999, before me E. L. Miller,
the undersigned Notary Public, personally appeared FREDERICK L. KINDLER,
known or identified to me to be the person whose name is subscribed to the within
instrument, and acknowledged to me that he executed the same.

(SEAL)

E. L. Miller
Notary Public for Idaho
Residing at Can & Allen
Commission Expires 1-14-2000