

FILED EFFECTIVE

Articles of Incorporation

Of

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Captain's Charters, Inc.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

I.

The name of the Corporation is **Captain's Charters, Inc.**

II.

The Corporation is a perpetual entity.

III.

The Corporation is formed and organizes to engage in the transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the Board of Directors may determine from time to time.

IV.

The aggregate number of shares which the corporation has the authority to issue is 1000,000 shares of common stock, all of one class, at par value of \$1.00 each. Shareholders shall have no preemptive rights to purchase the corporation's unissued or treasury stock.

V.

The number of directors of the corporation shall be specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. The initial Board of Directors shall number four. In case of any increase in the number of Directors, the additional Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders shall be vested in the Board of Directors. Such power may be exercised by a two-thirds vote of the board of Directors called for that purpose.

IDAHO SECRETARY OF STATE
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The Articles of Incorporation of this Corporation may be amended by a two-thirds majority vote at any annual or special meeting of the shareholders either upon consideration of a resolution for amendment adopted by the board of Directors or upon consideration of a resolution adopted by the holders of not less than ten percent of the shares entitled to vote at such meeting.

VI.

The location and post office address of the initial registered office of the Corporation is **12116 West Gamekeeper Drive, Kuna Idaho, 83634** and the name for the registered agent of the Corporation who may be found at this address is **Glenn A. Willard**.

VII.

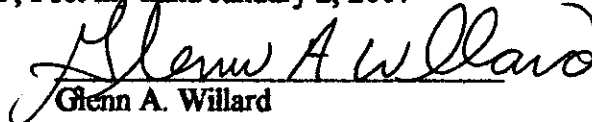
The names and post office addresses of the initial Directors of the Corporation, appointed by the Incorporator to serve until the first election of directors, are as follows:

Glenn A Willard	12116 West Gamekeeper Drive, Kuna Idaho, 83634
Robert J Corn	1 Wildwood Garden Valley, Idaho 83622
Michael Stowe	1146 9 th Ave. SW Albany, OR 97321

VIII.

The name and post office address of the Incorporator is as follows:
Glenn A Willard 12116 West Gamekeeper Drive, Kuna Idaho, 83634.

IN WITNESS WHEREOF, I set my hand January 2, 2007 .


Glenn A. Willard