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2002 JUL 12 PM 2:06

SECRETARY OF STATE
STATE OF IDAHO

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

K-BEAR RIVER ADVENTURES, INC.

KNOW ALL MEN BY THESE PRESENTS, that MASON R. V. KIEBERT and BECKY WELLER KIEBERT, the undersigned, full age citizens of the United States, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, do hereby certify:

ARTICLE I.

That the name of the corporation shall be K-BEAR RIVER ADVENTURES, INC.

ARTICLE II.

That the purposes for which the corporation is organized shall be and include the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act".

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the registered office in this State and principal place of business shall be 174 Delta View, Hope, Idaho 83836; and the initial registered agent at such address is Mason R. V. Kiebert.

ARTICLE V.

ARTICLES OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
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There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of One Million (1,000,000) shares with a par value of ONE DOLLAR (\$1.00) totaling in the aggregate sum of ONE MILLION DOLLARS (\$1,000,000.00).

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be two (2). The number of directors and officers may from time to time be fixed by the By-Laws of the corporation at any number.

The names and addresses of the initial directors are:

MASON R. V. KIEBERT
174 Delta View
Hope, Idaho 83836

BECKY WELLER KIEBERT
174 Delta View
Hope, Idaho 83836

ARTICLE VII.

The addresses of the incorporators of the corporation in the State of Idaho are MASON R. V. KIEBERT and BECKY WELLER KIEBERT, at the addresses and as set forth above in Article VI.

ARTICLE VIII.

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs and they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho or these Articles of Incorporation.

ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporators have executed this instrument, in triplicate, at SANDPOINT, Idaho, on this 9th day of July, 2002.

M. Kiebert
MASON R. V. KIEBERT

B. Kiebert
BECKY WELLER KIEBERT

STATE OF IDAHO)
) ss.
County of Bonner)

On this 9th day of July, 2002, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared MASON R. V. KIEBERT, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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

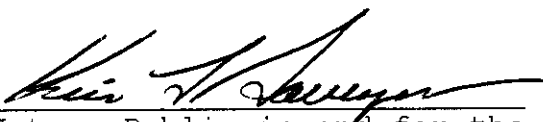
Kevin J. Thompson
Notary Public in and for the
State of Idaho.
Residing at: SANDPOINT
Commission expires: 7-9-03

STATE OF IDAHO
County of Bonner

)
) ss.
)

On this 9th day of July, 2002, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared BECKY WELLER KIEBERT, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

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


Notary Public in and for the
State of Idaho.
Residing at: SANDPOINT
Commission expires: 7-9-03