

200
ARTICLES OF INCORPORATION

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OF

WHISPERING PINES, INC. SECRETARY OF STATE
STATE OF IDAHO

Lyle Mader, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is Whispering Pines, Inc.

II

The period of its duration is perpetual.

III

The corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which the corporation is incorporated.

In furtherance of and not in limitation of the general powers conferred by the laws of the state of Idaho, it is expressly provided that this corporation have the following powers:

- a. To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this corporation.
- b. To borrow money and give security therefor.
- c. To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, individual, entity, firm, association, or corporation, or with any government,

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municipality or public authority, domestic or foreign.

- d. To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes and objects of this corporation or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.
- e. To do any and all of the things in this article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or do any act which a corporation formed under the Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefor may not at any time lawfully carry on or do.

IV

Shareholders of this corporation shall have preemptive rights to acquire additional shares offered for sale by the corporation.

V

1. The location and post office address of the registered office of the corporation in this state shall be 322 Main Street, P.O. Box 321, Lewiston, Idaho 83501.

2. The registered agent of the corporation shall be Edwin L. Litteneker, whose address is 322 Main Street, P.O. Box 321, Lewiston, Idaho 83501.

VI

1. The aggregate number of shares which the corporation shall have the authority to issue is one thousand (1,000) shares, all of one class, no par value.

2. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

VII

1. The number of directors of the corporation shall be fixed as provided by the bylaws and may be changed from time to time by amending the bylaws, as therein provided, but the number of directors shall be not less than one (1).

2. In furtherance of and not in limitation of the powers conferred by the laws of the state of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the bylaws of the corporation, subject to the power of the shareholders of the corporation to change or repeal such bylaws.

3. The corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its directors, officers, and shareholders and with the corporations, associations, firms, and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those adverse interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation,

association, firm or entity, shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the corporation or of the directors or of any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every shareholder of the corporation.

5. The corporation shall indemnify to the broadest extent permitted by Idaho law and under the procedures set forth therein, but without limitations permitted by statute as to the extent thereof, any and all persons for whom indemnification is permitted by the Idaho Business Corporation Act, or as said statute may be amended or superseded, and such persons shall have the right to claim such indemnification.

6. The first directors of this corporation shall be one (1) in number and the address is as follows:

NAME	ADDRESS
Lyle Mader	1050 Hemlock Drive Lewiston, Idaho 83501

