

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

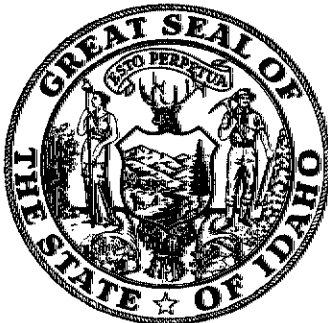
WHISPERING SAGE, INC.

File number C 114170

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 15, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

**ARTICLES OF INCORPORATION**  
**OF**  
**WHISPERING SAGE, INC.**

Mar 15 4 28 PM '96  
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 for such corporation.

**FIRST**

The name of the corporation is Whispering Sage, Inc.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

**FOURTH**

The aggregate number of shares which the corporation shall have the authority to issue is 100,000 with no par value per share.

**FIFTH**

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

**SIXTH**

The location of the initial registered office of the corporation is 219 West 9th Street, Middleton, Idaho, and the name of its initial registered agent is Robert Falen.

**SEVENTH**

The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the person who is to serve until the first annual meeting of the shareholders and until their successors is elected and qualified is:

IDAHO SECRETARY OF STATE

DATE 03/15/1996 0900 46038

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ARTICLES OF INCORPORATION - 1

CK #: 5044 CUST#: 11689

CORP

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Robert Falen  
219 West 9th Street  
Middleton, Idaho 83644

Nancy Falen  
219 West 9th Street  
Middleton, Idaho 83644

Larry D. Heinrich  
HC 70 Box 2155  
Midvale, Idaho 83645

Tina M. Heinrich  
HC 70 Box 2155  
Midvale, Idaho 83645

EIGHTH

The name and address of the incorporator is as follows:

David P. McAnaney  
P.O. Box 737  
537 West Bannock Street - Suite 215  
Boise, ID 83701-0737

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
15 day of March, 1996.

David P. McAnaney