

ARTICLES OF INCORPORATION
OF
TRADING PLACES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation law of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be Trading Places, Inc.

ARTICLE II.

The principal place of business is 1083 N. Justin Place, Meridian, Idaho 83642 and the registered agent and his or her street address is Michael R. Johnson, 960 Broadway, Suite 220, P.O. Box 827, Boise, Idaho 83701-0827.

ARTICLE III.

The objects and purposes for which the corporation is formed are as follows:

As principal, agent or otherwise to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

A. To engage in and to own, operate and run, conduct and manage a business engaged in all lawful business activity and to do such other things as are incidental, proper, or necessary to the operation of the business or to the carrying out of any or all of the purposes.

B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related, together with all fixtures and appurtenances.

C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in paragraph A above.

D. To purchase, acquire, own, hold, mortgage, pledge, sell, transfer, encumber and in any other manner to dispose of, deal and trade in goods, wares, merchandise and personal property of every class and description, whether at wholesale, retail or otherwise.

E. To loan money upon notes, bonds, stocks or any other evidence of indebtedness.

F. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, or corporations having for their objects, or some of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business enterprises, and

CLERK OF STATE
JAN 23 2 00 PM '00
CLERK OF STATE
JAN 23 2 00 PM '00
3 59 PM '00
0135393

to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.

G. To borrow money for the business of the company and to give security therefor and, in pursuance of the business of the company, to issue bonds, debentures, promissory notes or other evidences of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

H. To do generally any and all things which the company may deem necessary, proper and convenient in its said business for the improvement and use of the corporation property and in carrying out and accomplishing the purposes hereinbefore specified, and in addition thereto to have all the general powers granted to corporations by virtue of the laws of the State of Idaho and of any other state in which the corporation may do business.

ARTICLE IV.

The shares of stock to be issued by the corporation shall consist of one class only and the aggregate number of shares which the corporation shall be authorized to issue shall be Twenty Five Thousand (25,000) shares of stock, each having a par value of \$1.00 per share. All shares of stock shall have the same rights in such corporation and shall be non-assessable when paid in full. Each share shall be entitled to one vote.

ARTICLE V.

The term of existence of the corporation shall be in perpetuity.

ARTICLE VI.

The number of the directors of this corporation at the commencement of business shall be three (3), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding seven (7).

No director of this corporation shall have any liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

- (i) The amount of a financial benefit received by a director to which he or she is not entitled;
- (ii) An intentional infliction of harm on the corporation or its shareholders;
- (iii) Liability for unlawful distributions as provided in Section 30-1-833, *Idaho Code*; or
- (iv) An intentional violation of criminal law.

The corporation may indemnify a director for liability to any person for any action taken, or failure to take any action, as a director, except liability for:

- (i) Receipt of a financial benefit to which he or she is not entitled;

- shareholders;
- (ii) An intentional infliction of harm on the corporation or its
 - (iii) A violation of Section 30-1-833, *Idaho Code*; or
 - (iv) An intentional violation of criminal law.

ARTICLE VII

The name and post office address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

<u>NAME OF INITIAL DIRECTORS</u>	<u>POST OFFICE ADDRESS</u>
Walter C. Johnson	1083 N. Justin Place Meridian, Idaho 83642
Virginia L. Johnson	1083 N. Justin Place Meridian, Idaho 83642
Michael R. Johnson	960 Broadway, Suite 220 Boise, Idaho 83706


ARTICLE VIII.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders, provided only that the Directors shall not amend or repeal By-Laws fixing their qualifications, classifications, term of office or compensation.

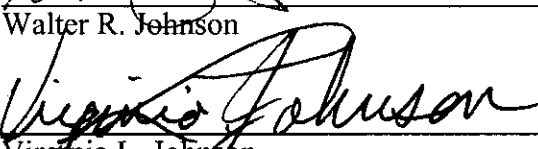
ARTICLE IX

The shareholders of this corporation shall have no personal liability for the debts of the corporation in any amount or to any extent whatsoever.


IN WITNESS WHEREOF, Said incorporators, the undersigned, have hereunto set their hands this 31st day of May, 2000.



Walter R. Johnson



Virginia L. Johnson



Michael R. Johnson