

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

01 JAN 31 AM 10:42

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of the
30, Chapter 1, Idaho Code, submits the following articles of incorporation:Article 1: The name of the corporation shall be: White Pine Country Cafe, Inc.Article 2: The number of shares the corporation is authorized to issue is: Fifty ThousandArticle 3: The street address of the registered office is: 1400 Northwood Center Court, Suite C,
Coeur d'Alene, ID 83814_____ and the registered agent at such address is: Jerry L. TrunkenbolzArticle 4: The name and address of the incorporator are: Gary J. Fast, 30625 Highway 95, Athol, ID
83801

Optional articles: Please See attached articles which are made a part of hereto.

Signature of an incorporator:

Customer Acct #

(if using pre paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

01/31/2001 09:00
CK: 5269 CT: 47854 BH: 3768431 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C137471

RECEIVED JAN 31 2001

ARTICLE 5

This Corporation has perpetual existence.

ARTICLE 6

1. This 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 Idaho Laws, as amended, under the provisions of which the corporation is incorporated.

2. 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 shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of its own shares of stock when such use would cause any impairment of the capital of the entity. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(b) 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.

(c) To borrow money and give security therefore.

(d) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(e) To do everything necessary, proper, convenient or incidental to the accomplishment of the purposes 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.

(f) 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 Uniform Business Corporation Act of the State of Washington, or any amendment thereto or substitute therefore may not at any time lawfully carry on or do.

ARTICLE 7

The holders from time to time of the common stock of the Corporation shall have the preemptive right to purchase, at such respective equitable prices, terms and conditions as should be fixed by the Board of Directors, such of the shares of the Corporation that may be shares held in the treasury of the Corporation from time to time, or as may be authorized from time to time over and above shares of common stock authorized by the original Articles of Incorporation of the Corporation. Such preemptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

Directors of the Corporation are at least one (1) in number and the name and address of the initial Director is:

Gary J. Fast

30625 Highway 95
Athol, ID 83801

The first director shall serve until the first annual meeting of shareholders and until her successor(s) are elected and qualified.

ARTICLE 8

At each election for directors every shareholder entitled to vote at such election shall have the right to vote in person or by proxy, the number of shares owned by him for as many votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 9

1. No contracts or other transactions between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and
2. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof.

ARTICLE 10

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power. The Board of Directors hereby have the power to make, alter or repeal the By-Laws of the Corporation except as to their compensation and term of office.