

ARTICLES OF INCORPORATION
OF
ODC INVESTMENTS, INC.

03 JUL -3 PM 2: 26
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 ARTICLE

The name of the corporation is ODC Investments, Inc.

SECOND ARTICLE

The period of its duration is perpetual.

THIRD ARTICLE

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

FOURTH ARTICLE

This corporation is authorized to issue a total of one hundred thousand (100,000) shares (without par value) all of which shall be common voting stock.

Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the corporation.

FIFTH ARTICLE

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH ARTICLE

The location of the initial registered office of the corporation is 877 West Main Street, Suite 700, Boise, ID 83702. The name of its initial registered agent at such address is Arthur F. Oppenheimer.

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SEVENTH ARTICLE

The number of directors constituting the initial Board of Directors is one; and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Arthur F. Oppenheimer	877 West Main Street, Suite 700 Boise, ID 83702

EIGHTH ARTICLE

The name and address of the incorporator is as follows:

Arthur F. Oppenheimer, 877 West Main Street, Suite 700, Boise, ID 83702.

NINTH ARTICLE

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

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

TENTH ARTICLE

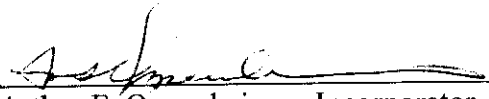
At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH ARTICLE

A director of this corporation shall not be personally liable to this corporation or its shareholders for money damages, and the corporation shall indemnify such director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for (a) the amount of a financial benefit received by a director to which he is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Idaho Code § 30-1-833, or (d) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the

liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Eleventh Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 30th day of June, 2003.



Arthur F. Oppenheimer, Incorporator