

ARTICLES OF INCORPORATION
OF
R & S ALLEY, INC.

Prepared by:

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FILED

ARTICLES OF INCORPORATION

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OF

STATE OF IDAHO

R & S ALLEY, INC.

The undersigned, acting as Incorporator of a corporation under the Idaho Business Corporation adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE

NAME OF CORPORATION

The name of the corporation shall be "R & S ALLEY, INC."

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE THREE

CORPORATE PURPOSES

The purposes for which the corporation is organized shall be any or all lawful purposes and business for which a corporation may be incorporated under the Idaho Business Corporation Act and the laws of the State of Idaho.

IDAHO SECRETARY OF STATE

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ARTICLE FOUR

AUTHORIZED SHARES OF STOCK

The aggregate number of shares of corporate stock which the corporation shall have authority to issue shall be One Thousand (1,000) shares.

ARTICLE FIVE

NO PREEMPTIVE RIGHTS

There shall be no provisions granting preemptive rights to any class of stock or any stockholder.

ARTICLE SIX

BYLAWS REGULATE INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the organization shall be set forth in the Bylaws of the corporation.

ARTICLE SEVEN

REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the corporation shall be 804 Monroe Street, Sandpoint, Idaho 83864. The name and address of the initial registered agent of the corporation shall be SONJA BRISBOY, 804 Monroe Street, Sandpoint, Idaho 83864.

The mailing address of the initial registered agent and of the registered office of the corporation shall be 804 Monroe Street, Sandpoint, Idaho 83864.

ARTICLE EIGHT

CORPORATE DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Russell Brisboy, 804 Monroe Street, Sandpoint, Idaho 83864

Sonja Brisboy, 804 Monroe Street, Sandpoint, Idaho 83864

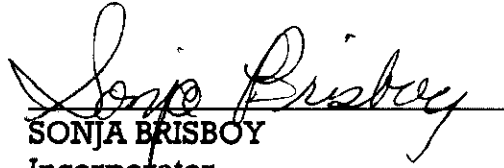
ARTICLE NINE

INCORPORATOR

The names and addresses of the initial incorporator is :

Sonja Brisboy, 804 Monroe Street, Sandpoint, Idaho 83864

These Articles of Incorporation of R & S ALLEY, INC. shall be and are hereby adopted on this 16 day of October, 1999.


SONJA BRISBOY
Incorporator