



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

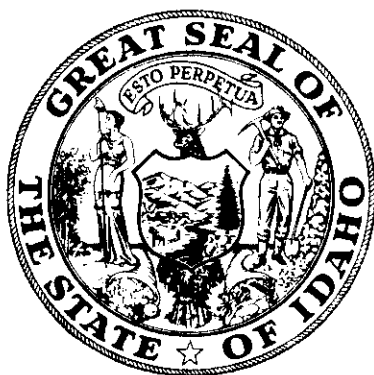
CLYDE L. JAMES COUNSEL, INC.

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 _____

CLYDE L. JAMES COUNSEL, INC.,
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 _____ January _____, 19 _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

100 JAN 28 AM 8 33
STATE

ARTICLES OF INCORPORATION

OF

CLYDE AND JIM'S GUN SHOP, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is CLYDE AND JIM'S GUN SHOP, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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

ARTICLE IV.

The total amount of capital of this corporation is SEVENTY FIVE THOUSAND and NO/100 DOLLARS (\$75,000.00), divided into 75,000 shares, each of the par value of ONE and NO/100 DOLLARS (\$1.00) per share. All of said stock shall be common stock and nonassessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than two (2) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the Bylaws.

In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the Bylaws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the Bylaws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any bylaw or bylaws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at any regular stockholder's meeting or at any special stockholder's meeting called for that purpose.

ARTICLE VIII.

The address of the initial registered office of the corporation is P.O. Box T, Bonners Ferry, Idaho 83805 and the name of its initial registered agent at such address is FRANCIS C. MEAD.

U.S. Highway 95 as per the Dwyer letter

ARTICLE IX.

The number of directors constituting the initial board of directors of the corporation is two, and the names and address 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:

NAME

FRANCIS C. MEAD	Star Route 1, Porthill, Idaho 83853
JIMMIE LEE WEBB	Star Route 1, Bonners Ferry, Idaho 83805

ARTICLE X.

The name and address of each incorporator is:

NAME

FRANCIS C. MEAD

Star Route 1, Porthill, Idaho 83853

JIMMIE LEE WEBB

Star Route 1, Bonners Ferry, Idaho 83805

Executed in duplicate on this ____ day of January, 1980.

FRANCIS C. MEAD

JIMMIE LEE WEBB

STATE OF IDAHO:

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County of Boundary:

I, RANDALL W. DAY, a notary public, do hereby certify that on this
 __ day of January, 1980, personally appeared before me, FRANCIS C.
 MEAD and JIMMIE LEE WEBB, who being by me first duly sworn, severally
 declared that they are the persons who signed the foregoing document
 as incorporators, and that the statements therein contained are true.

Notary Public for State of Idaho
residing at Bonners Ferry, Idaho
My Comm. Exp.: