

ARTICLES OF INCORPORATION OF
I & O ENTERPRISES, INC.

FILED
99 MAY 27 AM 8:52
SECRETARY OF STATE
STATE OF IDAHO

I, THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho General Business Corporations Act, Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is I & O ENTERPRISES, INC..

II.

The period of duration of the corporation shall be perpetual.

III.

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

IV.

The authorized capital stock of this corporation shall consist of TWO THOUSAND (2,000) shares of no-par, common stock; all said shares shall be issued fully paid and shall not be subject to assessment.

There are no classes of shares, and no preemptive right of shareholders shall be denied.

V.

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This corporation shall commence doing business once at least ONE

C129063

THOUSAND DOLLARS (\$1000.00) has been received as consideration for the issuance of capital stock.

VI.

The name and address of the initial registered office of the corporation is at 1081 Quartz Creek Road, Harvard, Latah County, Idaho 83834, and the name of the initial registered agent is IRWIN W. MINDEN.

VII.

It is expressly provided and made a part of any contract of subscription to the stock of this corporation and the transfer of any stock of this corporation thereafter that every shareholder shall not have the right to transfer any stock that said shareholder receives to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or the current shareholders at the fair market value and under the terms of a bona fide offer. The corporation and/or current shareholders shall exercise the right of first refusal described herein within ninety (90) days of written notice from the proposed selling shareholder and, if not so exercised, said right of first refusal shall expire and said shareholder shall be entitled to sell said stock. The purpose of said right of first refusal is to insure that the shareholders of this corporation be able to maintain their current voting status and be allowed to operate this corporation with persons of their own choosing. In case of disagreement of the fair market value, the matter in dispute shall be arbitrated. Any

attempt of sale of stock of this corporation to a person other than as described herein shall be expressly voided.

VIII.

The right and power to amend, appeal, alter, rescind, and adopt the By-Laws of this corporation and to adopt new By-Laws is expressly conferred upon the Board of Directors of this corporation.

IX.

The number of directors currently constituting the initial Board of Directors shall be TWO (2). The names and addresses of said persons who shall serve as directors until the first meeting of the corporation, or until their successors are elected and qualified, are as follows:

Irwin W. Minden	1081 Quartz Creek Road Harvard, Idaho 83834
-----------------	--

L. Orvetta Minden	1081 Quartz Creek Road Harvard, Idaho 83834
-------------------	--

X.

The names and addresses of the initial incorporators are:

Irwin W. Minden	1081 Quartz Creek Road Harvard, Idaho 83834
-----------------	--

L. Orvetta Minden	1081 Quartz Creek Road Harvard, Idaho 83834
-------------------	--

XI.

The directors shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability as follows in this Article XI., and the corporation shall indemnify said directors from liability for any act or omission, except liability as follows:

(a) The amount of a financial benefit received by a director to which he/she is not entitled;

(b) An intentional infliction of harm on the corporation or its shareholders;

(c) A violation of section 30-1-833, Idaho Code, relating to unlawful distributions; or

(d) An intentional violation of criminal law.

EXECUTED this 25th day of May, 1999.

Irwin W. Minden
Irwin W. Minden
Incorporator

L. Orvetta Minden
L. Orvetta Minden
Incorporator

STATE OF IDAHO)
)
COUNTY OF LATAH)

On this 25 day of May, 1999, before me personally appeared Irwin W. Minden and L. Orvetta Minden, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged that they executed the same.

As witness I place my hand and seal on the date written above.

Kathleen Hardcastle

NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, Idaho therein.
My commission expires: 9-20-03