

FILED EFFECTIVE

2005 DEC 27 AM 9:10

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SANDPOINT MEDIA GROUP, INC.**

The undersigned hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Title 30, Chapter 1 of the Idaho Code.

**ARTICLE I
NAME**

The name of the corporation is SANDPOINT MEDIA GROUP, INC. and its existence shall be perpetual.

**ARTICLE II
PURPOSES**

The corporation is organized for the purpose of engaging in any business, trade or activity which may be conducted lawfully by a corporation.

**ARTICLE III
SHARES**

The total authorized number of shares of stock of this Corporation shall be: (a) Fifty Thousand (50,000) shares voting common stock, with a par value per share of One Dollar (\$1.00); and (b) Fifty Thousand (50,000) shares of non-voting common stock, with a par value per share of One Dollar (\$1.00).

**ARTICLE IV
PREEMPTIVE RIGHTS**

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of the corporation.

IDAHO SECRETARY OF STATE
12/27/2005 05:00
CK: 1016 CT: 195288 BH: 928516
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C164086

ARTICLE V
NO CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election has the right to vote in person or by proxy the number of shares held by such shareholder for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE VI
BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the Bylaws.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1424 E. Sherman Ave., #300, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at that address is James F. Topliff.

ARTICLE VIII
DIRECTORS

The number of directors of the corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of one (1) director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Pamela Larson	111 Cedar Street Suite 3 Sandpoint, ID 83864

ARTICLE IX
INCORPORATOR

The incorporator is Pamela Larson whose address is 111 Cedar Street, Suite 3, Sandpoint, Idaho 83864.

ARTICLE X
LIMITATION OF DIRECTOR'S LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating Idaho Code 30-1-704 (which involves certain distributions by the corporation);
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

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 the 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 the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of Idaho Code 30-1-833; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

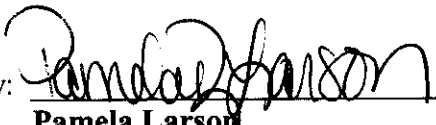
The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 12-19, 2005.

SANDPOINT MEDIA GROUP, INC.

By: 
Pamela Larson

CONSENT TO SERVE AS REGISTERED AGENT

JAMES F. TOPLIFF hereby consents to serve as Registered Agent, in the State of Idaho, for SANDPOINT MEDIA GROUP, INC. JAMES F. TOPLIFF understands that as agent for said corporation, he will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation, and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of 1424 E. Sherman Ave., #300, Coeur d'Alene, Idaho 83814.


James F. Topliff