

FILED
JUN 10 2 56 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
WHEELABOUT, INC.

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

ARTICLE I.

NAME OF THE CORPORATION

The name of the corporation is Wheelabout, Inc. ("Corporation").

ARTICLE II.

DURATION

The Corporation shall have perpetual existence.

ARTICLE III.

PURPOSES OF THE CORPORATION

The Corporation is organized to do any acts and perform any business permitted by the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE
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ARTICLE IV.

SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	No Par

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 5392 N. Hertford Way, Boise, Idaho 83703 and the name of its initial registered agent at such address is Dan A. Hogaboom.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Dan A. Hogaboom	5392 N. Hertford Way Boise, Idaho 83703

Jenni L. Hogaboom

5392 N. Hertford Way
Boise, Idaho 83703

ARTICLE VII.

SHAREHOLDER'S RIGHTS

1. Shareholders of the Corporation have no preemptive rights to acquire additional shares issued by the Corporation.
2. Holders of common stock shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VIII.

VOTING RIGHTS

1. Holders of common stock shall have unlimited voting rights.
2. At each election of directors, every shareholder entitled to vote at such election has the right to vote the number of shares of stock held by such shareholder for each of the directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE IX.

LIMITATION OF DIRECTORS' AND OFFICERS' LIABILITY

Neither a director nor an officer of the Corporation shall have liability to the Corporation or other person for monetary damages for any action taken or not taken as a director or officer, if the director or officer acted in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believed to be in the best interests of the Corporation. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

ARTICLE X.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the full extent permitted by applicable law as then in effect, against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The Corporation shall not indemnify a director or officer, however, unless a determination has been made, in accordance with Section 30-1-855 of the Idaho Business Corporation Act (or other applicable law), that indemnification is permissible because the director or officer met the relevant standard of conduct; provided however, no such determination need be made if the indemnification is mandatory under Section 30-1-852 of the Idaho Business Corporation Act.

2. The Corporation may purchase and maintain insurance on behalf of an individual who is a director or officer of the Corporation against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same

liability.

XI.

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

David J. Haenel

5178 S. Sweetgrass Way
Boise, Idaho 83716

SIGNATURE OF INCORPORATOR

Dated: June 9, 1999

A handwritten signature in cursive script, appearing to read "David J. Haenel", is written over a horizontal line.