

**FILED EFFECTIVE**

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STATE OF IDAHO

**ARTICLES OF INCORPORATION  
of  
Millage Corporation**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Idaho, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Millage Corporation.

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 216,000 shares of no par value stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Gene W. Ringen  
Route 1 Box 32 H  
Lewis County  
kamiah, ID 83536

IDAHO SECRETARY OF STATE  
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#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Robert Millage  
PO Box 634  
Kamiah, ID 83536

Karen Millage  
PO Box 634  
Kamiah, ID 83536

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

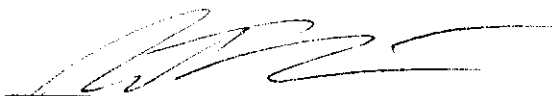
Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Gene W. Ringen, Incorporator  
Route 1 Box 32 H  
Kamiah, ID 83536



Robert Millage, Incorporator  
PO Box 634  
Kamiah, ID 83536




Karen Millage, Incorporator  
PO Box 634  
Kamiah, ID 83536

State of Idaho, County of Lewis, ss:

Subscribed and sworn to (or affirmed) before me this 17 day of July, 2003.

CHRISTINA M. ULMER  
NOTARY PUBLIC  
STATE OF IDAHO

  
Notary Public  
Comm Exp 10-6-05