

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
of
Old Valley Ranch, Inc.

ARTICLE I
NAME

The name of the Corporation is, Old Valley Ranch, Inc.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes:

1. All lawful purposes.
2. In general, to carry on any other business in connection with the foregoing, whether consulting or otherwise, and to have and exercise all the powers conferred by the laws of Idaho upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.
3. To transact any or all lawful business.
4. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.
5. The above and foregoing business purposes enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses, either in its own behalf or as

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agent or broker for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the business purposes above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Idaho, and shall enjoy the privileges and immunities pertaining to corporations under the laws of the State of Idaho.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of no-par value common stock, which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The following initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify:

NAME

ADDRESS

Marcy DeLap

4695 W. Old Valley Road
Eagle, ID 83616

Larry Flansburg

4695 W. Old Valley Road
Eagle, ID 83616

**ARTICLE VII
REGISTERED AGENT, INCORPORATOR and REGISTERED
OFFICE**

1. The Registered Agent is: Marcy DeLap
2. The address of the Registered Office is:

4695 W. Old Valley Road
Eagle, ID 83616

3. The Incorporator is:

Christian D. Brown, esq.
607 N. 8th St., Ste 307
Boise, ID 83702

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE IX
LIMITED DIRECTOR LIABILITY**

The personal liability for a director to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54(2).

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

**ARTICLE XI
AUTHORITY**

Each director shall have authority to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of January, 2001.

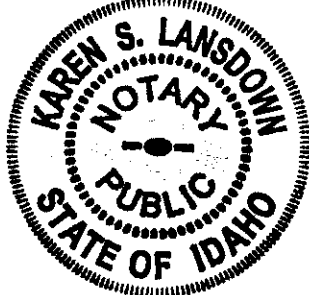


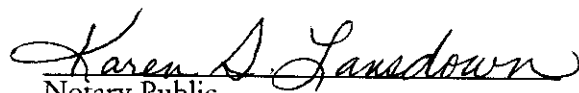
Christian D. Brown

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

BEFORE ME, a Notary Public in and for said county and state, personally appeared Christian D. Brown, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31 day of January, 2001.





Notary Public
My Commission Expires: MY COMMISSION EXPIRES FEBRUARY OF 2003