

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
MOUNTAIN HIGH ENTERPRISES, INC.**

IDAHO SECRETARY OF STATE
04/20/2001 09:00
CX: 3020 CT: 20522 BH: 392458
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C138679

The undersigned, acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation is MOUNTAIN HIGH ENTERPRISES, INC. ("Corporation").

ARTICLE II

PURPOSES OF THE CORPORATION

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE III

SHARES

The aggregate number of shares the Corporation is authorized to issue shall be One Thousand (\$1,000) all of which shall be no par common voting stock.

ARTICLE IV

PREEMPTIVE RIGHTS

The Corporation elects not to have preemptive rights.

ARTICLE V

VOTING

Each outstanding share entitled to vote shall be entitled to **one (1)** vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 540 North Mother Lode Loop; P.O. Box 3362, Hailey, Idaho 83333, and the name of its initial registered agent at such address is Craig Simpson.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is **one (1)** and the names and addresses of such persons to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Craig Simpson	540 North Mother Lode Loop P.O. Box 3362 Hailey, Idaho 83333

The authorized number of Directors of the Corporation may range between one (1) and five (5), and may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors.

ARTICLE VIII

LIMITATION OF LIABILITY

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which such director is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

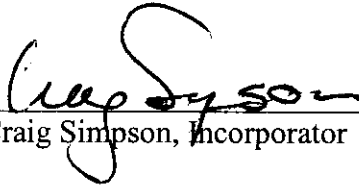
ARTICLE X

INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Craig Simpson	540 North Mother Lode Loop P.O. Box 3362 Hailey, Idaho 83333

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on April 16, 2001, 2001.



Craig Simpson, Incorporator