



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

D. ALAN INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 31, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Tabala*

Aug 31 11 14 AM '90
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
D. Alan Incorporated

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the IDAHO Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Corporate Name

1.1 The name of the corporation is D. Alan Incorporated

ARTICLE II

Duration

2.1 The period of its duration is perpetual.

ARTICLE III

Purposes

3.1 The purposes for which the corporation is organized are:

(a) To purchase or otherwise acquire, own, mortgage, pledge, sell, develop, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with real property, and personal property of every class and description and to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

(b) To do any and all things permitted a corporation under the applicable laws of the State of IDAHO and any other state or nation wherein this corporation shall be licensed to transact business.

3.2 In connection with the above referred to pursuits and business, this corporation shall have power to carry on other actions incidental to the pursuits mentioned and shall have power to do any and all of the things herein set forth to the same extent as natural persons could or might do.

ARTICLE IV

Stock

4.1 The aggregate number of shares which the corporation shall have authority to issue is 100,000; no par value.

ARTICLE V

Consideration

5.1 The corporation will not commence business until consideration of the value of at least \$1000.00 has been received for the issuance of shares.

ARTICLE VI

Pre-Emptive Rights

6.1 Each shareholder shall have a pre-emptive right to purchase or subscribe for:

1. Any shares of stock held as Treasury shares; or
2. Any shares of stock to be issued for any reason; or
3. Any bonds, certificates of indebtedness or other securities convertible into stock of the corporation, whether said stock, bonds, certificates of indebtedness or

other security shall be issued for cash, property, services or any other lawful consideration.

6.2 Any pre-emptive right of the holder of any shares of the corporation shall be exercisable only by written notice thereof to the corporation given not later than thirty (30) days after written notice is given by the corporation to such shareholder demanding either the exercise or the waiver of such shareholder's pre-emptive right as to a proposed issue or sale of a specified class of stocks, bonds, indebtedness or other securities of the corporation. Any payment or other consideration to be given by a shareholder pursuant to the exercise of his or her pre-emptive rights shall be made in full not later than ninety (90) days after the corporation's written demand for exercise or waiver, as described above, unless the corporation and the shareholder shall mutually agree otherwise.

ARTICLE VII

Internal Affairs

7.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws, which original By-Laws shall be subscribed and adopted by the Board of Directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed either by shareholders or by the Board of Directors in accordance with the By-Laws.

7.2 The corporation shall indemnify any and all of its directors or officers or former directors or former officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been directors or officers or a director or a officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-laws, agreement, vote of stockholders or otherwise.

7.3 No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or of the committee thereof which

authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or of the committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

ARTICLE VIII

Registered Office

8.1 The address of the initial registered office of the corporation is 1955 Fenton Dr., Emmett, Idaho 83617 and the name of its initial registered agent at such address is Don-Alan Rekow.

ARTICLE IX

Directors

9.1 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 directors until the first annual meeting of stockholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Don-Alan Rekow	1955 Fenton Dr. Emmett, Idaho 83617
Rosa Rekow	1955 Fenton Dr. Emmett, Idaho 83617

ARTICLE X

Incorporators

10.1 The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Don-Alan Rekow	1955 Fenton Dr. Emmett, Idaho 83617
Rosa Rekow	1955 Fenton Dr. Emmett, Idaho 83617

DATED this 31st day of Aug 1990.


Don-Alan Rekow


Rosa Rekow

STATE OF IDAHO)
 :
COUNTY OF GEM)

I, a Notary Public, hereby certify that on the 31st day
of Aug, 1990, personally appeared before me Don-
Alan Rekow and Rosa Rekow who being by me first duly sworn,
declared that they are the persons who signed the foregoing
document as Incorporators and that the statements therein
contained are true.


Notary Public
Residing at: Boise Idaho

My Commission Expires:

Nov. 1993