

OF

STATE OF IDAHO

WE BE TRADING CORP.

FILED/EFFECTIVE

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, James M. McDonald, Jr., Christopher Doyle, and Chad James Biebow, who are citizens of the United States, have this day associated themselves voluntarily for purposes of forming a private, domestic corporation under the laws of the State of Idaho and to that end do hereby adopt Articles of Incorporation as follows:

FIRST: Corporate Name: The name of this corporation shall be We Be Trading Corp.

SECOND: Corporate Existence: The period of existence and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The location of the registered office of this corporation shall be: 126 East Main, Grangeville, ID 83530, with a mailing address of P.O. Box 21, Grangeville, ID 83530. The registered agent to accept process pursuant to law will be Chad James Biebow, whose address and mailing address is the same as above listed.

FOURTH: Corporate Purposes: The nature of the business and objects and purposes of this business to be transacted, promoted, and carried on are the doing of any or all of the following things mentioned as full and to the same extent as natural persons might or could do in any part of the world, viz:

1. To engage in the business of general investments of all types and characters whatsoever, including real estate, personal property, contracts, promissory notes, choses in action, stocks, bonds, mutual funds, or any other type of securities or any other type of investment legally and lawfully created, as well as the investment in businesses, structures, and buildings of every kind, character, description, whether located within this state or outside hereof. As part of the corporate purposes it is contemplated by the corporation and stated to be a purpose that as a necessary implied purpose, the Board of Directors may manage, direct, sell, buy, rent, lease, or alter any of the investments

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purchased by the corporation, in any way as it shall deem reasonable and desirable to effect the corporate purposes of this corporation.

In all events the corporation hereby formed shall have the power to purchase, lease, or otherwise acquire, by bequest, devise, gift, or any other means, and to hold, manage, develop, mortgage, hypothecate, deed in trust, sell, convey, exchange, option, subdivide, or otherwise dispose of real and personal property, including stocks, bonds and mutual funds of every class and description. It shall further have the ability to deal with any estate or interest as may be necessary and convenient for the proper conduct of the affairs of this corporation, without limitation as to the amount of value in any state, district, or territory of the United States or in any and all foreign countries, subject to the laws of said states, districts, territories or countries.

2. To have and to exercise all of the powers now or hereinafter conferred by the laws of the State of Idaho upon corporations, pursuant to the laws under which this corporation is organized and all laws amendatory thereof and supplemental thereto.

3. To do the things necessary and incidental to the purpose and things set forth in the preceding paragraph which may be deemed necessary and reasonable by the Board of Directors.

4. In addition, the corporation through its Board of Directors shall have the right to do anything necessary to carry out the purposes of this corporation which shall be deemed beneficial to the corporation by the Board of Directors.

5. To hire and employ service agents, employees and to enter into agreements of employment and collective bargaining, and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

6. To let concessions to others, and to do any of the things that this corporation is empowered to do, and to do, make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any

government or authority or subdivision thereof.

7. To lease equipment from any other corporation to carry out the purposes of this corporation and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of Idaho of the United States of America, or any other state, or district, in which this corporation may carry on business shall not invalidate any other purpose, power, or objects not otherwise prohibited by reason of contiguity or apparent association therewith.

8. To acquire and to make payment therefor in cash for the stocks or bonds of the corporation, or by undertaking or assuming any obligations and liabilities of the transferor, or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient for the conduct and management hereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2. Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, having voting power or when authority by the written consent of at least 100% of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to

sell, lease or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient and for the best interest of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be twenty-five thousand dollars (\$25,000) shall be divided into twenty-five thousand shares of stock at one dollars (\$1.00) per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and address of each of the incorporators and a statement of a total number of shares subscribed for by each is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
James M. McDonald, Jr.	215 South Park Grangeville, ID 83530	1	\$1.00
Christopher Doyle	733 Maple Grangeville, ID 83530	1	\$1.00
Chad James Biebow	116 W.N. 2nd Grangeville, ID 83530	1	\$1.00
Lonnie Keeler	Rt. 2 Box 784b Grangeville, ID 83530	1	\$1.00
Lowell Mader	704 Pine Cottonwood, ID 83522	1	\$1.00

TENTH: Initial Board of Directors: The name and addresses of the initial Board of Directors shall be James M. McDonald, Jr., 215

South Park, Grangeville, ID 83530; Christopher Doyle, 733 Maple, Grangeville, ID 83530; Chad James Biebow, 116 W.N. 2nd, Grangeville, ID 83530; Lonnie Keeler, Rt. 2 Box 784b, Grangeville, ID 83530; and Lowell Mader, 704 Pine, Cottonwood, ID 83522.


ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon the stockholders herein are granted, subject to this resolution.

TWELFTH: Limitation of Liability: The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

We, the undersigned, being each one of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Idaho, in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated are true and we respectfully agree to take the number of shares hereinabove set opposite our names and accordingly have hereunto set our hands and seals this 1st day of February, 2000.


JAMES M. McDONALD JR.


CHRISTOPHER DOYLE


CHAD JAMES BIEBOW


LONNIE KEELER


LOWELL MADER

STATE OF IDAHO)
 ss
County of Idaho)

On this 28th day of JANUARY, 2000, before me, a Notary Public in and for said County and State, personally appeared JAMES M. McDONALD, JR., known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)

Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 10/19/2001.

STATE OF IDAHO)
 ss
County of Idaho)

On this 28th day of JANUARY, 2000, before me, a Notary Public in and for said County and State, personally appeared CHRISTOPHER DOYLE, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)

Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 10/19/2001.

STATE OF IDAHO)
 ss
County of Idaho)

On this 15th day of FEBRUARY, 2000, before me, a Notary Public in and for said County and State, personally appeared CHAD JAMES BIEBOW, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)

Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 10/19/2001.

STATE OF IDAHO)
 ss
County of Idaho)

On this 13th day of February, 2000, before me, a Notary Public in and for said County and State, personally appeared LONNIE KEELER, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)

Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 10/19/2001.

STATE OF IDAHO)
 ss
County of Idaho)

On this 13th day of February, 2000, before me, a Notary Public in and for said County and State, personally appeared LOWELL MADER, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(NOTARY SEAL)

Lori A. Wilson
Notary Public for the State of Idaho,
Residing at Grangeville, therein.
My commission expires 10/19/2001.