

State of Idaho

Department of State

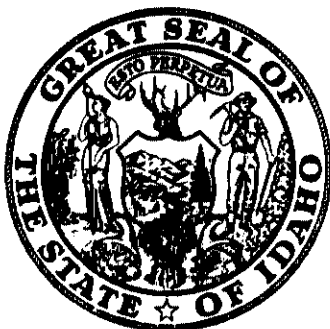
CERTIFICATE OF INCORPORATION OF

GRANDMA'S PLACE, INC.

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 GRANDMA'S PLACE, INC. duly signed pursuant to the provisions of the Idaho Nonprofit 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: April 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

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GRANDMA'S PLACE, INC.

WE, the undersigned, full age citizens of the United States do hereby voluntarily associate ourselves together for the purpose of forming a cooperative Association under the provisions of the Idaho Business Corporation Act, Title 30, Idaho Code Annotated, and amendments thereto.

ARTICLE I

The name of this Corporation shall be GRANDMA'S PLACE, INC. (the "ASSOCIATION"), HCO2, Box 239A, St. Maries, Idaho, 83861; the Registered Agent at said address being NANCY MAY.

ARTICLE II

The nature of the business of the ASSOCIATION and the objects and purposes for which, or for any of which, this ASSOCIATION is formed are:

A. To associate its Members together for their mutual benefit.

B. To borrow from any source, money, goods, or services without limitation as to amount of corporate indebtedness or liability; and to pledge or mortgage any of its property as security therefore in any manner permitted by law.

C. To buy, lease, hold or exercise all privileges of ownership in and to real or personal property as may be necessary or convenient for the conduct and operation of the business of the ASSOCIATION or incidental thereto.

D. To maintain reserves and invest the funds of the ASSOCIATION in stocks, bonds, and other property as the board of directors may deem satisfactory.

E. To levy assessments in such manner and in such amounts as may be provided in the By-Laws of this ASSOCIATION.

F. To have and to exercise all powers, privileges, and rights conferred on corporations by the law of the State of Idaho and all powers and rights incidental in carrying out the purposes for which this ASSOCIATION is formed, except such as are inconsistent with the express provisions of the act under which this ASSOCIATION is incorporated.

G. The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this ASSOCIATION by the laws of the State of Idaho, all of which are hereby expressly claimed.

ARTICLE III

The place where the principal business of this ASSOCIATION is to be transacted is the County of Benewah, State of Idaho, but the ASSOCIATION may maintain offices and places of business at such other places within the State of Idaho, as the Board of Directors may determine.

ARTICLE IV

This ASSOCIATION shall have perpetual existence. Upon dissolution its assets will be distributed to its Members.

ARTICLE V

The private property of the Members shall not be subject to payment of ASSOCIATION debts to any extent whatsoever.

ARTICLE VI

Section 1. This ASSOCIATION shall not have capital stock, but its capital shall be no par Membership certificates, the number of which shall not exceed twelve (12) certificates.

Section 2. A Member constitutes not more than two (2) people to whom a Membership Certificate is registered. The ASSOCIATION shall not be required to admit Members if in its sole discretion the Association chooses not to admit new Members.

Section 3. The Membership fee, if any, in this ASSOCIATION shall be fixed and determined from time to time by its Members. The voting power, property rights and interest of each Membership Certificate which is in good standing shall be equal and each Membership Certificate shall be entitled to one vote only. New Membership Certificates shall, upon admission in this ASSOCIATION, be entitled to one vote and to share in the property of the ASSOCIATION equally with the old Members. Assessments against Members and a determination of their liabilities shall be fixed from time to time by the Members.

Section 4. Members will be entitled to one vote per Membership Certificate, which vote may be cast by any person in whose name such Certificate is registered. The Members present or represented by proxy at any meeting of Members regularly called shall constitute a quorum for the conduct of business at such meeting in accordance with the notice thereof. Only Members or residents of property owned by the ASSOCIATION shall be authorized to be proxies.

Section 5. This ASSOCIATION is organized on a not for profit basis for the mutual benefit of its Members and consequently will not have profits from which to pay dividends on its capital. After all expenses of the ASSOCIATION have been paid and reasonable reserves as determined by the Members set aside, the net earnings of the ASSOCIATION shall be accumulated in a surplus fund for the purpose of replacing, enlarging, extending and repairing the property of the ASSOCIATION, and for such other purposes as the Members may determine to be for the best interests of the ASSOCIATION. The said surplus fund or any portion thereof may from time to time at the discretion of the Members be distributed to the Members, as provided in the By-Laws, on the basis of the assessments and charges made and levied against and paid by such Members during the year.

ARTICLE VII

These Articles may be amended in any manner permitted or authorized by action of the Members. Any number of people present at a meeting in person or by proxy shall constitute a quorum. Any action taken by Members shall require the affirmative vote of seventy-five percent (75%) of the Members qualified to vote thereon who are present in person or by proxy provided there are no negative votes. Suspended Members shall not be counted for quorum or voting purposes.

ARTICLE VIII

The number of Directors shall be three (3) and the names and addresses of those who are to serve as initial Directors term and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
NANCY MAY	3524 Canyon Drive Coeur d'Alene, ID 83814	3 Years
JAMES MAY	3524 Canyon Drive Coeur d'Alene, ID 83814	2 Years
MARK BENTLEY	HCO2, Box 240 St. Maries, ID 83861	1 Year

ARTICLE IX

The initial Officers of said Association shall be:

NANCY MAY
JAMES MAY
MARK BENTLEY

President
Vice-President
Secretary-Treasurer

IN WITNESS THEREOF, I have hereunto set my hand and affixed my seal this 25th day of October, 1993.

Attest:

Mark Bentley
MARK BENTLEY, Secretary

Nancy J. May
NANCY MAY, President

STATE OF IDAHO)
County of BENEWAH) ss.

On this 25th day of October, 1993, before me, a Notary Public in and for the said State, personally appeared NANCY MAY, known to me to be the President of GRANDMA'S PLACE, INC., who executed this instrument on behalf of behold of said corporation and acknowledged to me that such corporation executed the same.

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

Janet L Price
Notary Public, STATE OF IDAHO
Residing at: St. Maries, Idaho
My Commission Expires: 3/11/97

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