

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LOST RIVER TRADING 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 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: May 22, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *James Chadwick*

**ARTICLES OF INCORPORATION
OF
LOST RIVER TRADING INC.**

I

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RECEIVED
SEC. OF STATE
- (a) The name of this corporation is Lost River Trading Inc.
- (b) The duration of Lost River Trading Inc. is perpetual.
- (c) The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized pursuant to the Corporation Laws of the State of Idaho.
- (d-f) The total amount of authorized capital stock of this corporation is _____ Dollars U.S.A. (\$ _____) divided into 1500 shares, of no par value.
- (g) This corporation is a close corporation. All of the corporation's issued shares of all classes shall be held of record by not more than three persons.
- (h) Provisions for the management of the business and for the conduct of the affairs of this corporation and provisions creating, defining, limiting, and regulating the powers of this corporation, the directors and the stockholders are as follows:
- (1) The board of directors shall have the power to make, adopt, alter, amend and repeal the bylaws of this corporation without the assent or vote of the stockholders, including, without limitation, the power to fix, from time to time, the number of directors which shall constitute the whole board of directors of this corporation subject to the right of the stockholders to alter, amend and repeal the bylaws made by the board of directors.
 - (2) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the board of directors of this corporation are hereby expressly empowered to exercise all such powers and to do all such acts and things as may be exercised or done by this corporation; subject nevertheless, to the provisions of the statutes of the State of Idaho and of the Articles of Incorporation as they may be amended, altered or changed from time to time and to any bylaws provided, however, that no bylaw so made shall invalidate any prior act of the board of directors which would have been valid if such bylaw had not been made.

- (i) The name and address in this state of Lost River Trading Inc. initial registered office and agent for service of process is:

Derek H. Marble
826 E 100 S
Jerome, ID 83338

- (j) The names and addresses of the persons who are appointed to act as the initial directors of this corporation are:

Drew Dalton 1902 Harris AV Bellingham WA 98225
Derek H. Marble 3046 64 AV SW Seattle WA 98116

- (k) The names and mailing addresses of each of the incorporator or incorporators are as follows:

Dated: 05/06/92

Derek H. Marble 826 E 100 S Jerome, ID 83338 Expire 2-24-96
Drew Dalton 1902 Harris AV Bellingham, WA residing At Seattle WA
98225

II

A director of this corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate the liability of a director

- (a) for any breach of the director's duty of loyalty to the corporation or its stockholders,
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (c) provided for under Section 30-1-48 of the Corporations Laws of the State of Idaho.
- (d) for any transaction from which the director derived an improper personal benefit.

I/WE, THE UNDERSIGNED, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

Dated: 05/06/92

Derek H. Marble Expire 2-24-96
Drew Dalton residing At Seattle, WA

STATE OF WASHINGTON, }
County of King } ss.

I hereby certify that I know or have satisfactory evidence that Derek Marble and Drew Dalton

is the person who appeared before me, and said person acknowledged that (they) signed this instrument and acknowledged it to be their free and voluntary act for the uses and purposes mentioned in this instrument.

Dated:

5/6/92

Rufus L. L.

Notary Public in and for the State of Washington,
residing at Seattle,

My appointment expires 2-24-96

A-9 INDIVIDUAL