

FILED/EFFECTIVE

AUG 17 10 58 AM '01

ARTICLES OF INCORPORATION

OF

IDAHO ACQUISITION CORPORATION

SECRET STATE CLERK

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

ARTICLE 1

NAME OF THE CORPORATION

The name of the corporation is Idaho Acquisition Corporation ("Corporation").

ARTICLE 2

PURPOSES OF THE CORPORATION

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

ARTICLE 3

SHARES

The aggregate number of shares the Corporation is authorized to issue shall be one thousand (1,000), all of which shall be common voting stock, at no par value.

ARTICLE 4

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 5

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 877 West Main Street, Suite 1000, Boise, Idaho 83702, and the name of its initial registered agent at such address is Nicholas G. Miller.

IDAHO SECRETARY OF STATE
08/17/2001 05:00
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ARTICLE 6

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 he 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 7

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 8

INCORPORATOR


The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nicholas G. Miller	877 W. Main Street, Suite 1000 Boise, Idaho 83702

ARTICLE 9

EXECUTION

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on August 16, 2001.



Nicholas G. Miller, Incorporator