

ARTICLES OF INCORPORATION

Of

RIVERS WEST, INC.,

FILED/EFFECTIVE

01 APR 26 AM 8:30

SECRETARY OF STATE
STATE OF IDAHO

COPY

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all being full legal age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify:

FIRST: That the name of said corporation shall be **RIVERS WEST, INC.**

SECOND: That the purposes for which said corporation is formed are as follows:

- (A) To provide wholesale supplies to restaurants, bars, and hotels;
- (B) To provide restaurant supplies and other supplies of any type and nature to any businesses which contract for our services;
- (C) To provide contract services to any rental housing entities, including support services, including but not limited to: electricity, plumbing, pool, landscaping, and promotion of any properties;
- (D) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property wherever located;
- (E) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (F) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity,

IDAHO SECRETARY OF STATE
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- (G) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (H) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees or agents;
- (I) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

THIRD: The duration of this Corporation shall be perpetual.

FOURTH: The initial location of the principal place of business and the street address and post office address of the registered office of the Corporation in the State of Idaho, shall be as follows:

REGISTERED AGENT:

Hal Johnson

PRINCIPAL PLACE OF BUSINESS:

296 E James Ct. #204, Meridian ID 83642

FIFTH: That this Corporation is authorized to issue only one class of shares of common stock, the total number of which said shares is TWO THOUSAND FIVE HUNDRED (2,500), and that said shares shall have a par value of TWENTY-FIVE (\$25.00) DOLLARS. That such stock may be issued by the Directors of the Corporation from time to time thereof for the consideration as may be fixed by said Corporation directors. The balance of the stock constitutes a loan to the Shareholders, bearing interest at TEN (10%) PER CENT.

SIXTH: In the event that a stockholder desires to sell his shares of stock, he must first offer them for sale to RIVERS WEST, INC., it being the intention hereof to give the corporation preference in the purchase of any stock, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and such terms shall include a purchase price equal to the fair market value of such stock. If such can be established; or, if there is no fair market value, then equal to the true book value of each stock. Unless the offer is accepted by the corporation within thirty (30) days thereafter, the corporation shall be deemed to have waived its privileges of purchase and he shall be at liberty to sell to anyone else.

SEVENTH: In the event of the death of any of the stockholders, the corporation shall have the right to purchase the stock of the deceased, on the same terms as provided in paragraph **SIXTH** of these articles. If the corporation does not elect to purchase the shares of the deceased, then the executor or personal representative of the deceased may sell the said shares to any other person.

EIGHTH: The name and address of each of the incorporators being of full age and citizens of the United States, and a statement of the number of shares subscribed to by each is as follows:

BOARD OF DIRECTORS:

HAL JOHNSON, President/Subscriber
 Board of Directors
 250 shares

MAXINE JOHNSON Secretary/Subscriber
 Board of Directors
 250 shares

NINTH: The Board of Directors shall have the power and authority to formulate, repeal and amend the By-Laws of the corporation and to adopt new By-Laws, subject to the restrictions provided by the laws of the State of Idaho.

IN WITNESS WHEREOF, the persons herein named as the incorporators and the first directors have hereunto set their hands this 25th day of April, 2001.

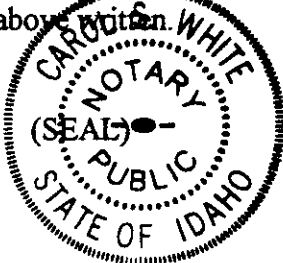
Hal Johnson
HAL JOHNSON

Maxine Johnson
MAXINE JOHNSON

STATE OF IDAHO)
)ss.
Count of Canyon)

On this 25th day of April, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared HAL JOHNSON and MAXINE JOHNSON, known or identified to me to be the persons whose names are subscribed to the within Instrument and acknowledged to me that they executed the same.

In witness whereof I have placed my hand and affixed my official seal the day and year first above written.



Carol S. White
NOTARY PUBLIC FOR IDAHO
Residence:
Commission Expires: 12-2-2006