

FILED

**Articles of Incorporation
of
Rockford Management, Inc.**

The undersigned, Nicholas Matheson, enrollment no. 1030, Paula M. Bob, enrollment no. 1031, and Paul M. Matheson, enrollment no. 502, being Native American Tribal members of the Coeur d'Alene Tribe of Idaho and residency on the Coeur d'Alene Idaho Reservation, being qualified as incorporators of a corporation under the Corporation Laws of the tribe and the State of Idaho, of legal age, enter into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, adopt, execute and acknowledge these Articles of Incorporation as follows:

ARTICLE I

Corporate Name

The name of the corporation shall be Rockford Management, Inc.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this corporation is formed are as follows:

IDAHO DEPARTMENT OF STATE
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3.1 To manage, operate and control native American Indian owned or controlled businesses operating solely on Federally recognized Indian reservations.

3.2 To operate as a financial non-banking institution to receive, disburse, loan, and borrow funds either as principal agent or nominee for and on behalf of on-reservation American Indian owned or controlled businesses.

3.3. To conduct all types of wholesale, retail, and manufacturing businesses on the Coeur d'Alene Indian Reservation, including sales at wholesale or retail of sundry items, tobacco, cigarettes and fireworks.

3.4 These purposes are limited to business transactions and locations on federally recognized Indian reservations. The articles are further limited to permit ownership in the corporation only to enrolled American Indians living on the Coeur d'Alene Indian reservation.

3.5 To incur indebtedness, secured or unsecured, for any of the limited purposes of the corporation.

3.6 To issue its own securities to Coeur d'Alene Tribal members, including interest bearing debentures and two or more classes of securities, and to invest, trade in and otherwise deal with and in securities of all other kinds including the power to issue all classes of securities in the method and form allowed by the laws of the State of Idaho and the Coeur d'Alene Tribe of Idaho.

3.7 To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares as authorized by law and limited by these articles.

3.8 In addition the activities described above, to do any business, allowed by Indian treaties to enrolled Indians and tribes and to engage in the transaction of any or all lawful business of which a corporation may be incorporated under the laws of the State of Idaho, that limits its ownership to enrolled Native American Indians of the Coeur d'Alene Tribe of Idaho.

ARTICLE IV

RETENTION OF STATUS

To retain the rights and privileges conferred upon the incorporators by Federal law and treaties, the incorporators limit the ownership of the equity interest including stock ownership in the corporation to enrolled members of the Coeur d'Alene Tribe of Idaho. It is further stipulated that the board of Directors, but not officers of the corporation, in addition to other qualifications, shall be enrolled members of the Coeur d'Alene Tribe of Idaho.

ARTICLE V

Shares

The corporation shall have authority to issue 500 shares of common stock, which shares shall have a par value of \$100.00 each.

ARTICLE VI

Conflicts of Interest

The corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers and shareholders, and with corporations, associations, firms and entities in which they are or may be or become interested as directors, officers, shareholders, members or otherwise, as freely as though such adverse interests did not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions; and in the absence of fraud no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of any such adverse interest or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of directors and officers of the corporation (but not in the case of shareholders who are not directors or officers) the nature of the interest of such director or officer, though not necessarily the details of extent thereof, be disclosed or known to the Board of Directors of the corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a director or officer of the corporation is interested in any corporation, association, firm or entity shall be sufficient disclosure as to such director or

officer with respect to all contracts and transactions with that corporation, association, firm or entity.

ARTICLE VII

Ratification

Any contract, transaction, or act of the corporation or of the directors or any officers of the corporation which shall be ratified by a majority of a quorum of the shareholders of the corporation at any annual meeting or any special meeting called for such purposes shall, insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the corporation. Shareholders may participate in a meeting of shareholders by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

Indemnification of Directors and Officers

8.1 A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a Director, except this limitation on liability shall not apply to (i) acts or omissions involving intentional misconduct by the Director or a knowing violation of law by the Director, (ii) conduct violating Section 30-1-5 I.C. or Section 30-1-48 I.C., (iii) any transaction from which the Director will personally receive a benefit

in money, property, or services to which the Director is not legally entitled, or (iv) any breach of the directors' or officers' duty of loyalty to the Corporation or its shareholders. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing Paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

8.2 The Corporation shall indemnify, and shall have the power to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents to the extent authorized by I.C. 30-1-5 or any other statute adopted by the State of Idaho. Without limiting the generality of the foregoing, the Corporation shall indemnify its Directors against all liability, damages, and costs or expenses (including attorney's fees) whether based on a civil or criminal proceeding, arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law.

ARTICLE IX

By-Laws

The power to adopt, amend and repeal by-laws for the corporation is expressly vested in the Board of Directors of the corporation subject to the power of the shareholders of the corporation to amend or repeal any such by-laws.

ARTICLE X

Amendments

These Articles of Incorporation may be amended or repealed in any manner now or hereafter prescribed or permitted by statute of the State of Idaho. All rights of shareholders of the corporation are granted subject to this right to amend or repeal these Articles of Incorporation.

ARTICLE XI

Shareholders and Directors Meetings

To the extent authorized by the By-Laws of the corporation, shareholders and directors may participate in a meeting of shareholders or directors by means of a conference telephone or similar communication equipment, by means of which all shareholders participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE XII

Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 12727 W. Elder Road, Worley, Idaho, 83876. The initial registered agent at that address shall be Nicholas Matheson.

ARTICLE XIII

Initial Board of Directors

The number of directors of this corporation shall be not less than three nor more than nine. The initial Board of Directors of this corporation shall consist of Nicholas Matheson, 12727 W. Elder Road, Worley, Idaho, 83876, Paula M. Bob, 12727 W. Elder Road, Worley, Idaho, 83876, and Paul M. Matheson, 12727 W. Elder Road, Worley, Idaho, 83876. They shall serve as directors until the first annual meeting of shareholders or until their successors have been elected and qualified.

ARTICLE XIV

Incorporator

The name and post office address of the incorporators of this corporation is:

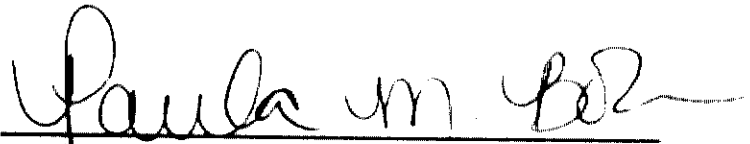
Nicholas Matheson
12727 W. Elder Road
Worley, Idaho, 83876

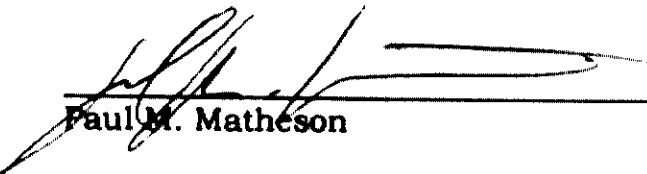
Paula M. Bob
12727 W. Elder Road
Worley, Idaho, 83876

Paul M. Matheson
12727 W. Elder Road
Worley, Idaho, 83876

IN WITNESS WHEREOF I have hereunto set my hand and seal this 25
day of March, 1998.


Nicholas Matheson


Paula M. Bob


Paul M. Matheson