

Aug 29 4 09 PM '00

## ARTICLES OF INCORPORATION

SECRETARY OF STATE  
STATE OF IDAHO

OF

5B MACH ROBIN CANADA, INC.

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

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation is **5B Mach Robin Canada, Inc.** ("Corporation").

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES OF THE CORPORATION**

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

**ARTICLE IV  
SHARES**

A class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	No par value

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have no preemptive rights.

IDAHO SECRETARY OF STATE

08/30/2000 09:00  
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**ARTICLE VI  
VOTING**

Each outstanding share shall be entitled to 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 VII  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 200 S. Main Street, Ketchum, Idaho 83340 and the name of its initial registered agent at such address is Chris R. Stephens.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the Corporation is one (1) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Chris R. Stephens	PO Box 1065 Sun Valley, Idaho 83353

**ARTICLE IX  
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE X  
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article X. No amendment to or repeal of this Article X shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

**ARTICLE XI  
INCORPORATOR**

The name and address of the Incorporator are:


Name

Address

Michael M. Stoddard

877 Main Street, Suite 1000  
Boise, Idaho 83702

Dated: 8/29/00

  
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Michael M. Stoddard, Incorporator