

FILED EFFECTIVE

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is Mountain High Holding Company, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares at \$1 par value common stock.
5. NO PREEMPTIVE RIGHTS: Shareholders shall have no preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.
6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.
7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Ed Snell

and the initial registered office is:

1015 E. Young
Pocatello, ID 83201

8. BOARD OF DIRECTORS: One individual shall constitute the initial Board of Directors and will serve until the first annual shareholder meeting or until a successor is elected and qualified. The director's name and address are:

IDAHO SECRETARY OF STATE
08/25/2003 05:00
CK: 2416 CT: 2982 BH: 698148
1 @ 100.00 = 100.00 CORP # 2

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