## 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

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Ed Snell 1015 E. Young Pocatello, ID 83201

8. BOARD OF DIRECTORS: The initial Board of Directors shall consist of one individual who will serve until the first annual shareholder meeting or until his successor(s) are elected and qualified. The director's name and address are:

**NAME** 

**ADDRESS** 

Ed Snell

1015 E. Young Pocatello, ID 83201

9. INCORPORATOR: The name and address of the incorporator are:

Ed Snell 1015 E. Young Pocatello, ID 83201

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

DATED: 8/22/03

Ed Snell, Incorporator

STATE OF IDAHO )

:SS

County of Bannock )

On this 22 day of Auge 5. 5. 2003, before me, the undersigned Notary

Public in and for said State personally appeared Ed Snell known to me to be the personally appeared.

On this 22 day of 445c 517, 2003, before me, the undersigned Notary Public, in and for said State, personally appeared Ed Snell, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.

NOTARY PUBLIC - STATE OF IDAHO

ATE OF IDAHO

MAS J. HOLMES FEB. 16, 2006

My Commission Expires:

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