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98 JUL 27 PM 1:40
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

UPPER KOOTENAI HILLS ESTATES INC.

98 JUL 22 AM 8:58
SECRETARY OF STATE
IDAHO
07/22/1998 09:40 AM
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KNOW ALL MEN BY THESE PRESENTS: That we, whose names are hereto affixed, all of whom are bona fide residents and full-age citizens of the United States of America, do under and in pursuance of Idaho Code 30-1 et seq. as amended, and general corporation laws of said State, hereby organize, constitute and associate ourselves in accordance with these Articles, into a body politic, and corporate for the purposes hereinafter set forth and to that end we execute these Articles of Incorporation, and hereby certify, set forth and declare as follows:

I.

N A M E

The name of this corporation is UPPER KOOTENAI HILLS ESTATES INC.

II.

P U R P O S E S

The purpose of this organization shall be:

To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

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To engage in the improvement, development, and selling of real estate, and the doing of any other business and contracting incidental to or connected with such work, including the construction of homes;

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

III.

D U R A T I O N

The duration of the corporation is perpetual.

IV.

L O C A T I O N

The location is in Boundary County, Idaho; and the address of the registered office of the corporation in the State of Idaho is 6687 Lincoln Street, Bonners Ferry, Idaho 83805.

V.

C A P I T A L I Z A T I O N

The total authorized number of par value shares is \$350,000.00 The stock shall be non-assessable, and divided into 3500 shares with a par value of \$100.00 per share. The aggregate par value of the total authorized number of par value is \$350,000.00.

VI.

RIGHTS AND RESTRICTIONS OF SHARES OF STOCK

The shares of stock of this corporation shall be all Common in class and each of said shares shall be entitled to one vote, with the owner of said share determined by the name standing on the books of this corporation at the date thirty (30) days prior to the date of the meeting at which a vote will be required, and the relative rights, preferences and restrictions of each of said shares shall be identical with the relative rights, preferences, and restrictions of every other of said shares.

VII.

DIRECTORS and REGISTERED AGENT

The corporate powers of this corporation shall be vested in its Board of Two (2) directors, to be elected as provided in the By-laws of this corporation. To be a Director, a person must be a shareholder. The powers and duties of the officers of this corporation shall be as prescribed in the By-laws, except that the power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Board of Directors. Initial directors will be the incorporators as listed in Article VIII.

The initial registered agent is John Taft, / P O BOX 4070
6687 / Street, Bonners
Lincoln
Ferry, Id. 83805.

VIII.

INCORPORATORS

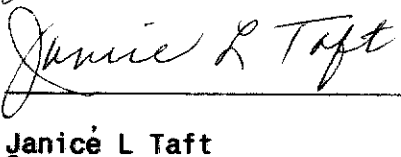
The Incorporators of this corporation, together with the number of shares subscribed for by each, are as follows:

NAME	ADDRESS	CLASS	SUBSCRIPTION
John A. Taft	Rt 4, Box 6687 Lincoln St. Bonners Ferry, Idaho 83805	Common	one
Janice L Taft	Rt 4, Box 6687 Lincoln St Bonners Ferry, Idaho 83805	Common	one
James W. Berry	P O Box B Sandpoint, Idaho 83864	Common	one

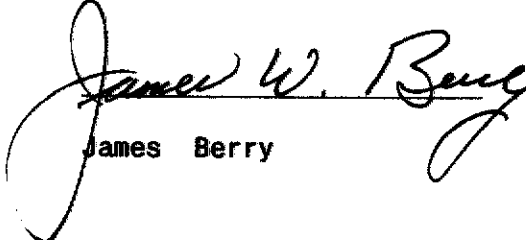
DATED this 1st day of June, 1998.



John A Taft



Janice L Taft



James Berry

KOOTENAI HILLS ESTATES, INC.
Rt 4, Box 4070
Bonners Ferry, Id 83805

May 1, 1998

98 JUL 22 AM 8:58
SECRETARY OF STATE
STATE OF IDAHO

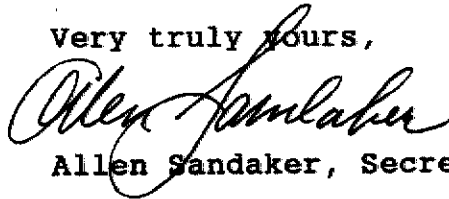
Pete T Cenarrusa
Secretary of State
Corporations
P O Box 83720
Boise, Idaho 83720-0080

Dear Mr. Cenarrusa:

This is to acknowledge that we have no objections to
another corporation in the State of Idaho with the name

Upper Kootenai Hills Estates, Inc.

Very truly yours,



Allen Sandaker, Secretary