

49659

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PHALAEOPSIS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 17, 1992



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

ARTICLES OF INCORPORATION
OF
PHALAEOPSIS, INC.

RECEIVED
SEC. OF STATE
92 SEP 17 AM 8 24

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of Phalaenopsis, Inc. under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: Phalaenopsis, Inc.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purpose of this corporation is to carry on all investment and operational activities best suited to create a profit for the shareholders.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 1,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VI

INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

ARTICLE VII

SHAREHOLDER RIGHTS

The shareholders of Phalaenopsis, Inc. shall have preemptive rights to acquire shares of Phalaenopsis, Inc. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VIII

COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

ARTICLE IX

INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of Phalaenopsis, Inc. is:

John B. Geddes
111 N. 2nd Suite #303
Coeur d'Alene, Idaho 83814

ARTICLE X

DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is two (2). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Bruce Vernon Keister | P.O. Box 2525 Hayden Lake, Idaho 83835 |
| Arta Joy Keister | P.O. Box 2525 Hayden Lake, Idaho 83835 |

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Bruce Vernon Keister | P.O. Box 2525 Hayden Lake, Idaho 83835 |

ARTICLE XII

COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 3rd day of September, 1992.

INCORPORATOR:

Bruce Vernon Keister
Bruce Vernon Keister

STATE OF Idaho)
COUNTY OF Kootenai)

ss.

The foregoing instrument was acknowledged before me this 8th,
day of September, 1992,
by Bruce Vernon Keister.

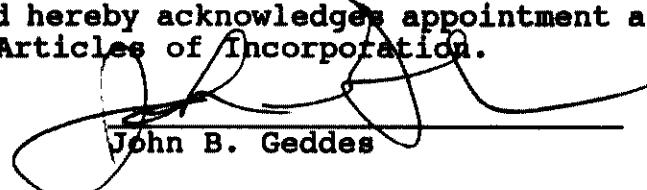
Charles M. Stone
NOTARY PUBLIC

My Commission Expires: Residing at:

9-26-96 Hayden Lake

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.


John B. Geddes