

ARTICLES OF INCORPORATION OF STEELE DEVELOPMENT, Inc.

The undersigned, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Idaho Business Corporation Act (as amended from time to time, the "Act"), executes the following Articles of Incorporation.

ARTICLE 1 - Identification

Section 1.01. Name. The name of the Corporation is Steele Development, Inc.

ARTICLE 2 - Purpose

Section 2.01. Purpose. The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Act.

ARTICLE 3 - Capital Stock

Section 3.01. Amount. The total number of shares which the corporation has authority to issue is two-thousand (2000) shares. The Board of Directors may direct the issuance of some or all of these authorized shares. The Board of Directors may establish or negotiate the price for any shares they authorize to be issued.

Section 3.02. Classes and Rights. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations, and relative rights. Each shareholder of Common Stock shall be entitled to one vote for each share of Common Stock standing in the shareholders' name on the books of the Corporation on each matter voted on at a shareholders' meeting. Holders of outstanding Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution.

Section 3.03. Distributions. A distribution to shareholders may not be made if, after giving it effect, the Corporation would not be able to pay its debts as they become due in the usual course of business or the Corporation's total assets would be less than the sum of its total liabilities.

Section 3.04. Record ownership of Shares of Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Section 3.05. Stated value of shares. The shares authorized by the articles of incorporation shall have no par value.

Section 3.06. Initial issuance of stock. The Corporation shall initially issue ten (10) shares of Common Stock. The price of these initial ten (10) no par value stock is thirty dollars (\$30.00) a share. This price does not apply to any other issuance of stock. These initially issued ten (10)

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shares of stock shall be sold to Valdasue Steele, who shall be the initial sole shareholder and registered owner of the ten (10) shares of Common Stock of the Corporation. There is no limitation or restriction on Valdasue Steele's transferring, alienating, or selling of these ten (10) shares, aside from the restrictions in ARTICLE 10 of these Articles of Incorporation.

Section 3.06. Initial capitalization. The corporation shall not commence business until consideration in the amount of three hundred dollars (\$300.00) has been received for the issuance of the ten (10) shares of Common Stock.

ARTICLE 4 - Directors

Section 4.01. Numbers. The number of directors of the Corporation may be fixed from time to time in accordance with the Code of By-Laws of the Corporation (by "By-laws"). There will initially only be one director.

Section 4.02. Initial Director. The following individual shall serve as the initial board of directors of the Corporation:

Name and Address

Valdasue Steele
P.O. Box 156
Santa, ID 83866

ARTICLE 5 - Indemnification

Section 5.01. Scope of Indemnity. The Corporation shall indemnify every person who is or was a director or officer, employee, or agent of the Corporation (each of which, together with such person's heirs, estate, executors, administrators and personal representatives, is hereinafter referred to as an "indemnitee") against all liability to the fullest extent permitted by Idaho Code, provided that such person is determined in the manner specified by Idaho Code to have met the standard of conduct specified in Idaho Code. The Corporation shall, to the fullest extent permitted by Idaho Code, pay for or reimburse the reasonable expenses incurred by every Indemnitee who is a party to a proceeding in advance of final disposition of the proceeding, in the manner specified by Idaho Code. The foregoing indemnification and advance of expenses for each Indemnitee shall apply to service in the Indemnitee's official capacity with the Corporation, and to service at the Corporation's request, while also acting in an official capacity with the Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

Section 5.02 Binding Nature. The provisions of this Article shall be binding upon any successor to the Corporation so that each Indemnitee shall be in the same position with respect to any resulting, surviving, or succeeding entity as the Indemnitee would have been had the separate legal existence of the Corporation continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnitee acting in an official capacity or

in another capacity described in Section 5.01 prior to termination of the separate legal existence of the Corporation. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnitee if (i) any act or omission complained of in a proceeding against the Indemnitee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability, occurs while this Article is in effect.

Section 5.03. Interpretation. All references in this Article to Idaho Code shall be deemed to include any amendment or successor thereto. When a word or phrase used in this paragraph is defined in Idaho Code, such word or phrase shall have the same meaning in this Article that it has in Idaho Code. Nothing contained in this Article shall limit or preclude the exercise of any right relating to indemnification or advance of expenses to any Indemnitee or the ability of the Corporation to otherwise indemnify or advance expenses to any Indemnitee.

Section 5.04. Severability. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. If any court holds any word, clause, or sentence of this paragraph invalid, the court is authorized and empowered to rewrite these provisions to achieve their purpose to the extent possible.

ARTICLE 6 - Shareholder Liability

The shareholder of the corporation shall not be liable for the debts of the corporation, nor shall their property be liable for the debts of the corporation.

ARTICLE 7 - Registered Agent and Registered Office

Section 7.01. Registered Agent and Office. The name and street address of the registered agent at the Corporation's registered office are:

Valdasue Steele
P.O. Box 156
Santa, ID 83866

Section 7.02. Change of Registered Agent or Registered Office. The Corporation's registered agent or Registered office may be made without amending these Articles of Incorporation.

ARTICLE 8 - Incorporator

Section 8.01. Identification of Incorporator. The name and address of the Incorporator are:

Valdasue Steele
P.O. Box 156
Santa, ID 83866

ARTICLE 9 - Code of By-Laws; Amendments of Articles

Section 9.01. Code of By-Laws. The board of directors of the Corporation shall have power, without assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws, but the affirmative vote of the number of directors equal to a majority of the number holding such position at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

Section 9.02. Amendments of Articles. The Corporation may amend these Articles of Incorporation at any time to add or change a provision that is required or permitted to be in the Articles of Incorporation or to delete a provision not required to be in the Articles of Incorporation. Whether a provision is required or permitted to be in the Articles of Incorporation is determined as of the effective date of the amendment.

A shareholder of the Corporation does not have a vested property right resulting from any provision in these Articles of Incorporation, or authorized to be in the By-Law by the Act or the Articles of Incorporation including provisions relating to management, control, capital structure, dividend entitlement, or purpose or duration of the Corporation.

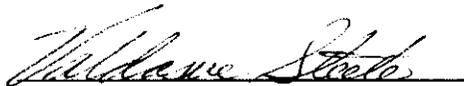
ARTICLE 10 - S corporation Election

Section 10.01. S corporation Election. The Corporation shall elect to be taxed as an S corporation under the Internal Revenue Code Section 1361 et. seq., as amended from time to time.

The corporation shall only authorize and issue one class of stock.

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as an S corporation.

Executed this 30th day of March, 2001.


Incorporator