97992

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION
OF

SANCTUARIES BY SCHAFER, 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: March 23, 1992



SECRETARY OF STATE

By Shery Sources

ARTICLES OF INCORPORATION

OF

RECEIVED SEC. OF STATE

SANCTUARIES BY SCHAFER, INC92 MAR 23 AM 9 06

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is SANCTUARIES BY SCHAFER, INC.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is Forty Thousand (40,000) shares, all of one class, no par value.

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation and registered agent at such address is:

REGISTERED AGENT ADDRESS

Charles A. Brown Brown & Litteneker
P. O. Box 1225
322 Main Street

Lewiston, Idaho 83501

ARTICLE VI - INCORPORATORS AND BOARD OF DIRECTORS

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATOR ADDRESS

Brian L. Schafer 2650 Wilma Drive

Clarkston, Washington 99403

BOARD OF DIRECTORS

ADDRESS

Brian L. Schafer

2650 Wilma Drive Clarkston, Washington 99403

ARTICLE VII - STOCK

The stock of the corporation shall be non-assessable common stock.

ARTICLE VIII - DIRECTORS LIABILITIES

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a) For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) For acts or omissions which involve director liability as provided in Idaho Code section 30-1-48, which states, in pertinent part, that a director shall be liable under the following circumstances:
 - 1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.
 - 2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.
 - 3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit. DATED on this 12 day of March, 1992.

Brian L. Schafer

STATE OF IDAHO) : ss.
County of Nez Perce)

On this 18th day of March, 1992, before me, Karen L. Wassmuth, a notary public, personally appeared, BRIAN L. SCHAFER, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

(NOTARY SEAL)

Notary Public for Idaho
Residing at Lewiston
My commission expires on