



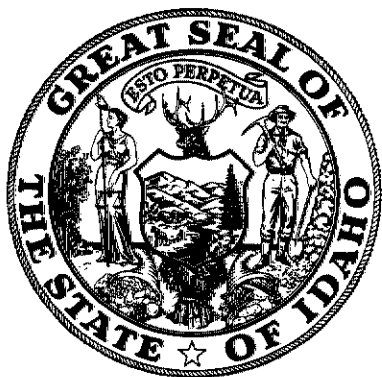
CERTIFICATE OF INCORPORATION
OF

ACADEMIC FINANCIAL PLANNING, INCORPORATED

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: October 11, 1939



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Baker*

ARTICLES OF INCORPORATION

OF

ACADEMIC FINANCIAL PLANNING, INCORPORATED

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SEC. OF STATE

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The undersigned, a natural person of the age of twenty-one years or more, acting as incorporator of the Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE 1 - NAME

The name of this Corporation is Academic Financial Planning, Incorporated.

ARTICLE 2 - DURATION

This Corporation shall continue in existence perpetually unless dissolved according to law.

ARTICLE 3 - PURPOSES

(a) The purpose of the Corporation shall be to engage in general business activities, but primarily to engage in locating scholarships, grants, and other financial aid for college students as a licensee for College Financial Planning Service located at 11846 Balboa Blvd., Granada Hills, California 91344, and the carrying on of all other business activities incident to or a part of such business activities.

(b) To purchase, hold, sell and transfer the shares of its own capital stock.

(c) To engage in any and all activities and pursuits which may be reasonably related to the foregoing and following purposes.

(d) To organize or cause to be organized under the laws of the State of Idaho, or of any other state, district, territory, province or government, a corporation or corporations for the purpose of carrying on any or all activities in which a corporation may lawfully engage, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(e) To engage in any and all other lawful purposes, activities and pursuits, whether similar or dissimilar to the foregoing, and the corporation shall have all powers, allowed by law.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be in

the City of Burley, County of Cassia, State of Idaho. The Corporation may also have offices at such other places within or without the State of Idaho as the board may from time to time determine or the business of the Corporation may require.

ARTICLE V - BOOKS OF ACCOUNT

(A) It is agreed among the Directors and Officers of the Corporation that there shall be kept, at all times during the continuance of the Corporation, true and just books of account of all transactions, assets, and liabilities of the Corporation. Said books shall be balanced and closed at the end of the Corporation's fiscal year. The Corporation's books of account shall be maintained at the principal place of business of the Corporation and each investor shall have access thereto at all reasonable times.

(B) The Directors and Officers shall cause Federal and State tax forms to be properly prepared and timely executed pursuant to Federal and State laws governing the requirements to file such said tax forms.

ARTICLE VI - FINANCIAL REPORTS

Within a reasonable period of time after the close of each year, but not later than March 15, the Directors and Officers of the Corporation shall cause that a year end financial report be transmitted to each shareholder at his last known mailing address. Such report shall include a profit and loss statement for the preceeding calendar year, showing in reasonable detail revenues received and expenses, together with a balance sheet as at year end prepared by the independent certified public accountant then servicing the Corporation.

ARTICLE VII - BANK ACCOUNTS

All funds of the Corporation shall be deposited in such separate bank account or accounts as shall be determined by the Directors and Officers of the Corporation. All withdrawals therefrom shall be made upon checks signed by an Officer of the Corporation or any person authorized to do so by the Corporation.

ARTICLE VIII - FISCAL YEAR

The Corporation for accounting and income tax purposes shall operate on the calendar year of January 1st to December 31st.

ARTICLE IX - STOCK

The capital stock of the Corporation shall be 10,000,000 shares which shall be designated as voting no-par common stock. All stock of this Corporation shall be non-assessable. The

designations, powers, preferences and rights, in the qualifications, limitations, or restrictions on the stock of the Corporation shall be as follows:

(a) Dividends:

Subject to the provisions of the Certificate of Incorporation and to applicable law, dividends on the outstanding shares of common stock of the Corporation may be declared in such amounts and at such time or times as the board may determine. Before payment of any dividend, there may be set aside out of the net profits of the Corporation available for dividends such sum or sums as the board from time to time in its absolute discretion deems proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the board shall think conducive to the interests of the Corporation, and the board may modify or abolish any such reserve.

(b) Rights Upon Dissolution:

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the liabilities and obligations of the Corporation to creditors shall first be paid and then the assets of the Corporation shall be distributed, ratably, to the holders of the common shares.

(c) Voting Rights:

The common shares of the Corporation shall have the exclusive right to elect directors, amend the Articles of Incorporation, and vote on all other matters requiring a vote of the shareholders. Each holder of common stock shall have one (1) vote in respect of each share of such stock held by him or her.

ARTICLE X - PRE-EMPTIVE RIGHTS

The shareholders of this Corporation shall have no pre-emptive rights to acquire additional shares of capital stock of the Corporation. The capital stock of the Corporation shall be non-assessable for any purposes whatsoever.

ARTICLE XI - INTERNAL AFFAIRS

The internal affairs of the Corporation shall be governed by Bylaws duly adopted by the Board of Directors or by the common shareholders of the Corporation.

ARTICLE XII - LIMITED LIABILITY

The capital stock of this Company shall be issued as fully paid, and the private property of the shareholders shall not be liable for the debts, obligations, or liabilities of this Corporation.

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its initial registered agent at such address is:

<u>Name of Agent</u>	<u>Address of Registered Office</u>
Michael Dallas Schell	2827 Lora Lane Burley, Idaho 83318

ARTICLE XIV - INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael Dallas Schell	2827 Lora Lane
Marilyn Ann Schell	Burley, Idaho 83318

ARTICLE XV - CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization, and the words "Corporate Seal, Idaho". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE XVI - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

ARTICLE XVII - REFERENCES TO CERTIFICATE OF INCORPORATION

References to the Certificate of Incorporation in these bylaws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XVIII - BYLAW CHANGES

(a) Except as otherwise provided in the Certificate of Incorporation, the bylaws may be amended, repealed, or adopted by vote of the holders of the shares at the time entitled to vote in the election of any directors. Bylaws may also be amended, repealed, or adopted by the board, but any bylaw adopted by the board may be amended by the shareholders entitled to vote thereon as hereinabove provided.

(b) If any bylaw regulating an impending election of directors is adopted, amended, or repealed by the board, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE XIX - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve at any time as a Director or Officer of the Corporation, and their heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgement, counsel fees, and amounts paid in settlement before or after suit is commenced, actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, in which they, or any of them are made parties, or which may be asserted against them or any of them by reason of being, or having been, Directors or Officers of the Corporation, except in relation to such matters in which such Director or Officer shall be adjudged to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

ARTICLE XX - FINAL, BINDING AGREEMENT

This agreement is the final, binding agreement of the parties, and no additional terms or conditions are effective unless specifically agreed thereto in writing by all Directors, Officers, and Shareholders of the Corporation. This agreement shall be binding upon the parties hereto and their respective heir, personal representatives and assigns.

ARTICLE XXI - DUTIES OF OFFICERS

(a) Each of the Officers of the Corporation shall diligently apply himself or herself in and about the business of the Corporation and dedicate adequate time and attention thereto.

(b) The Directors and Officers of the Corporation shall punctually pay their separate debts and indemnify the other Directors and Officers and the assets of the Corporation against the same and all expenses on account thereof.

(c) The Officers will forthwith pay all monies, checks, negotiable instruments, and assets received by them on account of the Corporation into the treasury of the Corporation or into a bank for the account of the Corporation.

(d) The Directors and Officers will be just and faithful to the other Directors and Officers and at all times provide to such

other Directors and Officers full information and truthful explanations of all matters relating to the affairs of the Corporation and afford every assistance in carrying out the business for the mutual advantage of all the Directors and Officers.

(e) All deeds, bills of sale, and contracts shall be executed in the name of the Corporation by the Officers of this Corporation.

ARTICLE XXII - DIRECTORS

(a) Board of Directors:

Subject to any provisions in the Certificate of Incorporation, the business of the Corporation shall be managed by its board of directors, each of whom shall be at least 18 years of age.

(b) Number of Directors:

The number of directors constituting the initial Board of Directors of the Corporation is two (2). Additional directors will be determined from time to time by the Board of Directors. The names and addresses of the persons who are to initially serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
Michael Dallas Schell	2827 Lora Lane
Marilyn Ann Schell	Burley, Idaho 83318

(c) Election and Term of Directors:

At each annual meeting of shareholders, the shareholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

(d) Newly Created Directorships and Vacancies:

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of removal of directors without cause shall be filled by vote of the shareholders unless otherwise provided in the Certificate of Incorporation. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

(e) Removal of Directors:

Any or all of the directors may be removed for cause by vote of the shareholders or by action of the board. Directors may be removed without cause only by vote of the shareholders.

(f) Resignation:

A director may resign at any time by giving written notice to the board, the president, or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

(g) Quorum of Directors:

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

(h) Action of the Board:

Unless otherwise required by law, the vote of a majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one (1) vote regardless of the number of shares, if any, which he may hold.

(i) Place and Time of Board Meetings:

The board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of Idaho, as it may from time to time determine.

(j) Regular Annual Meeting:

A regular annual meeting of the board shall be held immediately following the annual meeting of shareholders at the place of such annual meeting of shareholders.

(k) Notice of Meetings of the Board, Adjournment:

(1) Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the President upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a Waiver of Notice whether before or after the meeting or who

attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

(2) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

(1) Chairman:

The president, or, in his absence, a chairman chosen by the board, shall preside at all meetings of the board.

(m) Executive and Other Committees:

By resolution adopted by a majority of the entire board, the board may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

(n) Compensation:

No compensation, as such, shall be paid to directors for their services, but by resolution of the board, a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE XXIII - OFFICERS

(a) Offices, Election, Term:

(1) Unless otherwise provided for in the Certificate of Incorporation, the board may elect or appoint a president, one or more vice presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided.

(2) All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of shareholders.

(3) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

(b) Removal, Resignation, Salary, Etc.:

(1) Any officer elected or appointed by the board may be removed by the board with or without cause.

(2) In the event of the death, resignation, or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

(3) Unless there is only one shareholder, any two or more offices may be held by the same person, except the offices of president and secretary. If there is only one shareholder, all offices may be held by the same person.

(4) The salaries of all officers shall be fixed by the Board.

(5) The directors may require any officer to give security for the faithful performance of his duties.

(c) President:

The president shall be the chief executive officer of the Corporation; he shall preside at all meetings of the shareholders and of the board; he shall have the management of the business of the Corporation and shall see that all orders and resolutions of the board are effected.

(d) Vice Presidents:

During the absence or disability of the president, the vice-president, or, if there are more than one, the executive vice president, shall have all the powers and functions of the president. Each vice president shall perform such other duties as the board shall prescribe.

(e) Secretary: The secretary shall;

(1) Attend all meetings of the board and of the shareholders.

(2) Record all votes and minutes of all proceedings in a book to be kept for that purpose.

(3) Give or cause to be given notice of all meetings of shareholders and of special meetings of the board.

(4) Keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board.

(5) When required, prepare or cause to be prepared and available at each meeting of shareholders a certified list in alphabetical order of the names of shareholders entitled to vote thereat, indicating the number of shares of each respective class held by each.

(6) Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner.

(7) Perform such other duties as may be prescribed by the Board.

(f) Treasurer: The treasurer shall;

(1) Have the custody of the corporate funds and securities.

(2) Keep full and accurate accounts of receipts and disbursements in the corporate books.

(3) Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board.

(4) Disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements.

(5) Render to the president and board at the regular meetings of the board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

(6) Render a full financial report at the annual meeting of the shareholders if so requested.

(7) Be furnished by all corporate officers and agents, at his request, with such reports and statements as he may require as to all financial transactions of the corporation.

(8) Perform such other duties as are given to him by these bylaws or as from time to time are assigned to him by the board or the president.

(g) Surities and Bonds:

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the corporation which may come into his hands.

ARTICLE XXIV - CERTIFICATES FOR SHARES

(a) Certificates:

The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the president or a vice president and the treasurer or the secretary and shall bear the corporate seal.

(b) Lost or Destroyed Certificates:

The board may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety of sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

(c) Transfer of Shares:

(1) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered in the transfer book of the corporation which shall be kept at its principal office. No transfer shall be made within ten days next preceding the annual meeting of shareholders.

(2) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Idaho.

(d) Closing Transfer Books:

The board shall have the power to close the share transfer books of the corporation for a period of not more than ten (10) days during the thirty-day period immediately preceding (1) any shareholders' meeting, or (2) any date upon which shareholders shall be called upon to or have a right to take action without a meeting, or (3) any date fixed for the payment of a dividend or any other form of distribution, and only those shareholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of (1) receiving notice of or voting at such meeting, or (2) allowing them to take appropriate action, or (3) entitling them to receive any dividend or other form of distribution.

ARTICLE XXV - SHAREHOLDERS

(a) Place of Meetings:

Meetings of shareholders shall be held at the principal office of the corporation or at such place within or without the State of Idaho as the board shall authorize.

(b) Annual Meeting:

The annual meeting of the shareholders shall be held on the 20th day of February at 10:00 AM in each year if not a legal holiday, and, if a legal holiday, then on the next business day following at the same hour, when the shareholders shall elect a board and transact such other business as may properly come before the meeting.

(c) Special Meetings:

Special meetings of the shareholders may be called by the board or by the president and shall be called by the president or the secretary at the request in writing of a majority of the board or at the request in writing by shareholders owning a majority in amount of the shares issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

(d) Fixing Record Date:

For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed, it shall be determined in accordance with the provisions of law.

(e) Notice of Meetings of Shareholders:

Written notice of each meeting of shareholders shall state the purpose or purposes for which the meeting is called, the place, date, and hour of the meeting, and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each shareholder entitled to vote at such meeting, not less than ten nor more than

fifty days before the date of the meeting. If action is proposed to be taken that might entitle shareholders to payment for their shares, the notice shall include a statement of that purpose and to that effect. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

(f) Waivers:

Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

(g) Quorum of Shareholders:

Unless the Certificate of Incorporation provides otherwise, the holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority of the shares of such class or classes shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders present may adjourn the meeting despite the absence of a quorum.

(h) Proxies:

Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

(i) Qualification of Voters:

Every Shareholder of record shall be entitled at every meeting of shareholders to one vote for every share standing in his name on

the record of shareholders, unless otherwise provided in the Certificate of Incorporation.

(j) Vote of Shareholders:

Except as otherwise required by statute or by the Certificate of Incorporation:

(1) Directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

(2) All other corporate action shall be authorized by a majority of the votes cast.

(k) Written Consent of Shareholders:

Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all the outstanding shares entitled to vote thereon or signed by such lesser number of holders as may be provided for in the Certificate of Incorporation.

ARTICLE XXVI - SALE OF STOCK BY A SHAREHOLDER

In no event shall a shareholder of this Corporation sell, assign, convey, transfer, or otherwise dispose of his shares of common stock in the Company until or unless he has met the following conditions:

(a) He shall first offer his stock to the other shareholders of the Corporation. Said shareholders shall have 30 days to accept the offer by the shareholder selling his shares and if the shareholders elect to accept the offer they shall pay cash from their own assets and not of those of the Corporation's for the shares of the shareholder and said shareholder shall thereby increase their capital account by the amount of the purchase.

(b) In the event that no shareholder shall accept the offer to purchase a shareholders shares in the Company, then the offer may be made to a third party. However, such third party's acceptance of the offer must be approved by the President and Chief Executive Officer, and said third party shall be bound by the terms of this agreement and these Articles of Incorporation.

(c) Subject to any restrictions on transferability required by law or contained in this Agreement, shareholders shall have the right to assign their shares or units by a written instrument of assignment, the terms of which are not in contravention of any of the provisions of this Agreement, which instrument shall be duly executed by the assignor of the units or shares and provided that (i) the transferor delivers to the shareholders an opinion of

counsel in form and substance satisfactory to counsel designated by the shareholders that neither the transfer nor any offering in connection therewith violates any provision of any Federal or any applicable state securities law, (ii) the transferee executes a statement that he is acquiring the units or shares for his own account for investment and not with a view of distribution or resale thereof, and (iii) the transferee is reasonably acceptable to the shareholders. The transferee shall notify the shareholders of any assignment of a beneficial interest in his units or shares which occurs without transfer of record ownership.

(d) An assignee shall be entitled to receive distributions for the Company attributable to the units or shares acquired by reason on such assignment to him; however, anything herein to the contrary notwithstanding the Company and the shareholders shall be entitled to treat the assignor of such units or shares as the absolute owner thereof in all respects, and shall incur no liability for allocations or distributions, or transmittal of reports and notices required to be given to shareholders hereunder which are made in good faith to such assignor until such time as the written instrument of assignment and the effective date of such assignment, on which the assignee shall be deemed as an assignee of record, shall be later of (i) the last day of the month set forth on the written instrument of the assignment or (ii) the last day of the month in which the Corporation has first received written notice of the assignment.

(e) No assignment, sale, or transfer, exchange, or other disposition of any unit or share may be made except in compliance with the then applicable rules of any other applicable governmental authority.

(f) Any assignment, sale, exchange, or other transfer of a unit or share in contravention of any of the provisions herein contained shall be void and ineffectual, and shall not bind or be recognized by the Corporation.

(g) If a shareholder shall die, or if he shall become insane, his legal representative shall have the rights of an assignee as set forth in this article XXVI.

DATED this 10 day of October, 1989.

Michael D. Schell

Michael D. Schell


Marilyn A. Schell

Marilyn A. Schell

STATE OF IDAHO)
) ss
COUNTY OF CASSIA)

On the 10 day of October, 1989, personally
appeared before me MICHAEL D. SCHELL AND MARILYN A. SCHELL, who
being first duly sworn declared that they signed the foregoing
Articles of Incorporation as incorporators and that the
statements herein contained are true.

(SEAL)


NOTARY PUBLIC FOR IDAHO
RESIDING AT BURLEY, IDAHO

My Commission Expires:
6-22-91