

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

2002 AUG 29 AM 08:50

OF

STATE OF IDAHO

FOXY GLOVES, INC.

STEPHANIE C. ELLIOTT, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I

The name of the corporation is FCXY GLOVES, INC..

II

The period of its duration is perpetual.

III

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

IV

The aggregate number of shares, which the corporation shall have the authority to issue is Ten Thousand (10,000) shares, with no par value.

V

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

Registered Agent

Edwin L. Litteneker

Address

322 Main Street
Lewiston, ID 83501

IDAHO SECRETARY OF STATE
08/29/2002 05:00
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VI

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

<u>Incorporator</u>	<u>Address</u>
Stephanie C. Elliott	P.O. Box 872 Lewiston, ID 83501

<u>Board of Directors</u>	<u>Address</u>
Stephanie C. Elliott	P.O. Box 872 Lewiston, ID 83501

VII

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

VIII

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 26 day of August 2002.

Stephanie C. Elliott
Stephanie C. Elliott

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

On this the 26th day of August, in the year 2002, before me
Debbie Hoisington, personally appeared **Stephanie C. Elliott**, personally known to
me to be the person whose name is subscribed to the within instrument, and acknowledged to me
that she executed the same.

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



Debbie Hoisington
Notary Public for Idaho
Residing at: Juliette
Commission Expires: 7-11-07